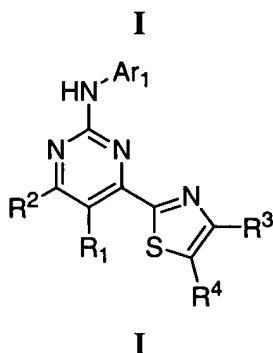


CLAIMS

1. A compound of formula (I):



or a pharmaceutically acceptable salt thereof, wherein:

- R^1 and R^2 are each independently R, halogen, CN, NO_2 , or TR, or R^1 and R^2 taken together form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5- or 6-membered ring having 0-3 heteroatoms independently selected from N, O, or S;
- T is an optionally substituted C_1 - C_4 alkylidene chain wherein up to two methylene units of T are optionally and independently replaced by O, N(R), C(O), S, SO, or SO_2 ;
- Ar^1 is an optionally substituted ring selected from: an aryl group selected from a 5-6 membered monocyclic or an 8-10 membered bicyclic ring having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur; a 3-8-membered saturated or partially unsaturated ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur; or an 8-10-membered saturated or partially unsaturated, or fully unsaturated bicyclic ring system having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur; wherein Ar^1 is optionally substituted at one or more carbon atoms with 0-5 occurrences of $-\text{Q}-\text{R}^5$, and at one or more substitutable nitrogen atoms with $-\text{R}^6$ and each occurrence of R^6 is independently R' , $-\text{COR}'$, $-\text{CO}_2(\text{C}_{1-6} \text{ aliphatic})$, $-\text{CON}(\text{R}')_2$, $-\text{SO}_2\text{N}(\text{R}')_2$, or $-\text{SO}_2\text{R}'$;
- R^3 and R^4 are each independently $\text{Z}-\text{R}^7$, or R^3 and R^4 are taken together to form an optionally substituted saturated, partially unsaturated, or fully unsaturated 3-8 membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur wherein said ring is optionally substituted with 0-5 independent occurrences of $\text{Y}-\text{R}^8$;

each occurrence of Q, Z, and Y is independently a bond or an optionally substituted C₁-C₆ alkylidene chain wherein up to two non-adjacent methylene units of Q are optionally replaced by CO, CO₂, COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, NRCO₂, NRCONR, SO, SO₂, NRSO₂, SO₂NR, NRSO₂NR, O, S, or NR;

each occurrence of R⁵, R⁷ and R⁸ is independently R', halogen, NO₂, CN, OR', SR', N(R')₂, NR'C(O)R', NR'C(O)N(R')₂, NR'CO₂R', C(O)R', CO₂R', OC(O)R', C(O)N(R')₂, OC(O)N(R')₂, SOR', SO₂R', SO₂N(R')₂, NR'SO₂R', NR'SO₂N(R')₂, PO(OR')₂, C(O)C(O)R', or C(O)CH₂C(O)R'; and

each occurrence of R is independently hydrogen or an optionally substituted C₁₋₆ aliphatic group; and each occurrence of R' is independently hydrogen or an optionally substituted group selected from C₁₋₈ aliphatic, C₆₋₁₀ aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 3-10 ring atoms, or wherein two occurrences of R taken together, R and R' taken together, or two occurrences of R' taken together, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 3-8 membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur;

provided that :

- i) R³ and R⁴ are not simultaneously hydrogen; and
- ii) when R³ and R⁴ are both methyl, or R³ is methyl and R⁴ is (CH₂)₂OH, then Ar¹ is not 3, 4, 5-trimethoxyphenyl.

2. The compound of claim 1, wherein Ar¹ are optionally substituted rings selected from:

- (a) a phenyl, indanyl, or naphthyl ring;
- (b) a 5-6 membered heterocyclic ring having 1-3 heteroatoms independently

selected from nitrogen, oxygen, or sulfur; or

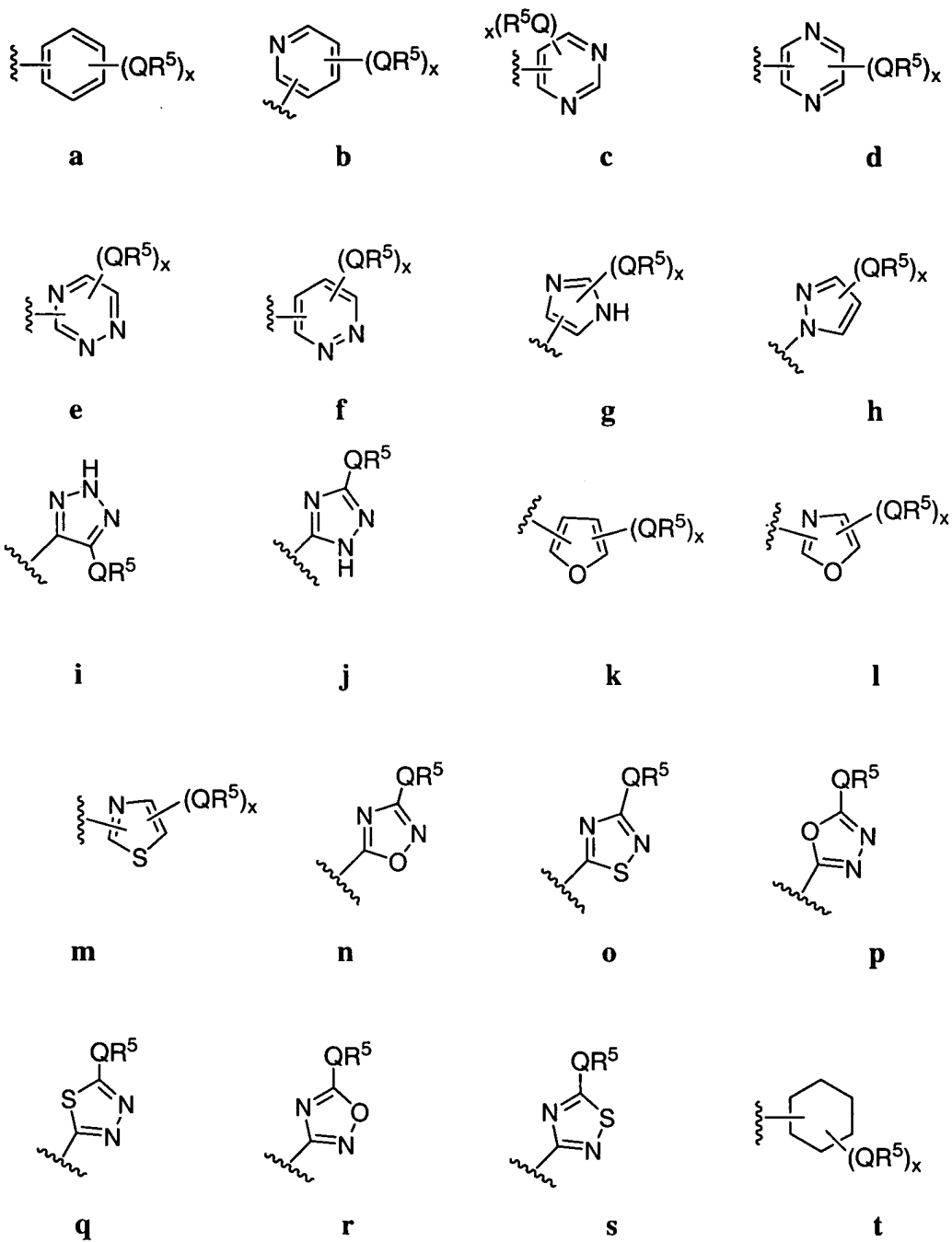
- (c) a 5-6 membered monocyclic or 9-10 membered bicyclic heteroaryl ring having 1-3 heteroatoms independently selected from oxygen, nitrogen, or sulfur.

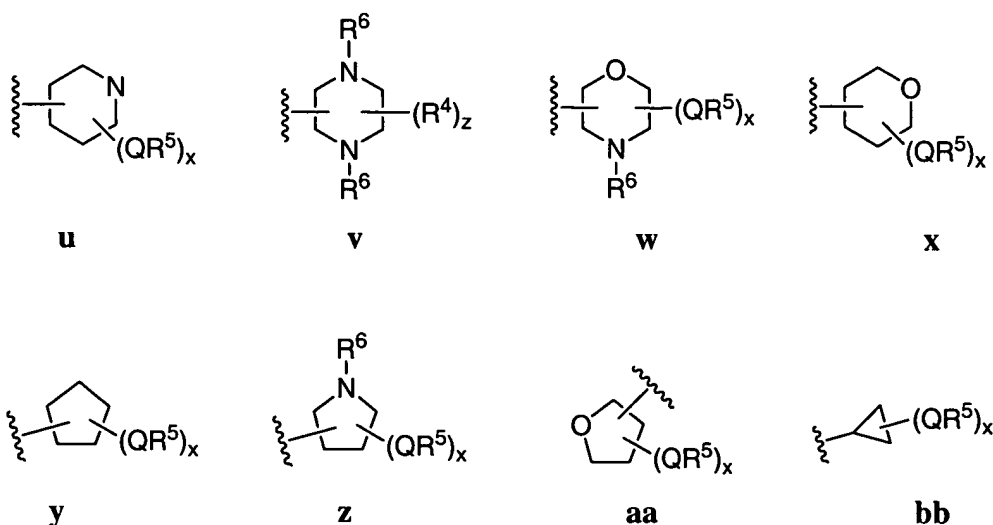
3. The compound of claim 1, wherein Ar¹ are optionally substituted rings selected from:

- (a) a phenyl ring;
- (b) a 5-6 membered heterocyclic ring having 1-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur; or

- (c) a 5-6 membered monocyclic heteroaryl ring having 1-3 heteroatoms independently selected from oxygen, nitrogen, or sulfur.

4. The compound of claim 1, wherein Ar^1 is selected from any one of **a-bb**:

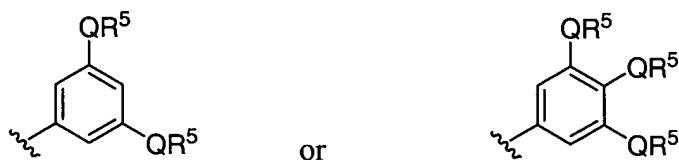




wherein x is 0-5.

5. The compound of claim 1, wherein Ar¹ is optionally substituted phenyl, pyrimidinyl, or pyridyl.

6. The compound of claim 1, wherein Ar¹ is phenyl and is substituted with two (x = 2) or three (x = 3) occurrences of Q-R⁵ and Ar¹ is one of the following structures:



wherein each occurrence of QR⁵ is independently CH₂halogen, halogen, CH₂CN, CN, CH₂CO₂R', CO₂R', CH₂COR', COR', R', CH₂NO₂, NO₂, CH₂OR', OR', CH₂SR', SR', haloalkyl, CH₂SO₂N(R')₂, SO₂N(R')₂, CH₂N(R')₂, N(R')₂, NHCOR', CH₂NHCOR', CH₂PO(OR')₂, PO(OR')₂.

7. The compound of claim 1, wherein Q is independently a bond or is an optionally substituted C₁-C₄ alkylidene chain wherein up to two non-adjacent methylene units of Q are optionally replaced by CO, CO₂, CONR, OCONR, NRCO, NRCO₂, NRSO₂, SO₂NR, O, S, or

NR; and each occurrence of R^5 is independently selected from R' , halogen, NO_2 , CN, OR' , SR' , $N(R')_2$, $NR'C(O)R'$, $NR'C(O)N(R')_2$, $NR'CO_2R'$, $C(O)R'$, CO_2R' , $OC(O)R'$, $C(O)N(R')_2$, $OC(O)N(R')_2$, SOR' , SO_2R' , $SO_2N(R')_2$, $NR'SO_2R'$, $NR'SO_2N(R')_2$, $PO(OR')_2$, $C(O)C(O)R'$, or $C(O)CH_2C(O)R'$, and x is 0, 1, 2, or 3.

8. The compound of claim 1, wherein $Q-R^5$ substituents on Ar^1 are CH_2 halogen, halogen, CH_2CN , CN, CH_2CO_2R' , CO_2R' , CH_2COR' , COR' , R' , CH_2NO_2 , NO_2 , CH_2OR' , OR' , CH_2SR' , SR' , haloalkyl, $CH_2SO_2N(R')_2$, $SO_2N(R')_2$, $CH_2N(R')_2$, $N(R')_2$, $NHCOR'$, CH_2NHCOR' , $CH_2PO(OR')_2$, $PO(OR')_2$, or two adjacent occurrences of $Q-R^5$, taken together with the atoms to which they are bound, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-8-membered ring having 0-3 heteroatoms selected from nitrogen, oxygen, or sulfur.

9. The compound of claim 1, wherein $Q-R^5$ substituents on Ar^1 are fluoro, iodo, chloro, bromo, $COCH_3$, CO_2CH_3 , C_{1-4} alkyl, NH_2 , CH_2NH_2 , $NHMe$, CH_2NHMe , $N(Me)_2$, $CH_2N(Me)_2$, $N(Et)_2$, $CH_2N(Et)_2$, $NH(phenyl)$, $CO(C_{1-4}alkyl)$, $CH_2CO(C_{1-4}alkyl)$, $NHCO(C_{1-4}alkyl)$, $CH_2NHCO(C_{1-4}alkyl)$, CN, CH_2CN , OH, C_{1-4} alkoxy, optionally substituted benzyloxy, optionally substituted phenyloxy, CF_3 , SO_2NH_2 , SO_2NHMe , optionally substituted $SO_2(phenyl)$, $SO_2(C_{1-4}alkyl)$, $CONH_2$, $CH_2PO(OR')_2$, or an optionally substituted group selected from a saturated, partially unsaturated, or fully unsaturated 5- or 6-membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur.

10. The compound of claim 1, wherein R^1 and R^2 groups of formula I are each independently hydrogen, $N(R)_2$, SR, OR, or TR, or R^1 and R^2 , taken together form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-membered ring having 0-2 heteroatoms independently selected from N, O, or S.

11. The compound of claim 1, wherein R^1 and R^2 groups are each independently hydrogen, OH, CH_3 , CH_2CH_3 , OCH_3 , CH_2OH , CH_2OCH_3 , CH_2NH_2 , CH_2NHCH_3 , NH_2 , or CH_2NH_2 , or R^1 and R^2 , taken together, form a fused optionally substituted pyrrolyl, pyrazolyl, or imidazolyl ring.

12. The compound of claim 1, wherein R^3 and R^4 are each independently $Z-R^7$ wherein Z is an optionally substituted C_{0-4} alkylidene chain wherein one methylene unit of Z is optionally replaced by O, NR, NRCO, NRCO₂, NRSO₂, CONR, C(O), C(O)O, and wherein R^7 is selected from halogen, CN, $N(R')_2$, NHCOR', or R' , or wherein R^3 and R^4 , taken together form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5- or 6-membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur.

13. The compound of claim 1, wherein R^3 and R^4 are each independently hydrogen, CN, halogen, OH, SH, NH₂, CO₂H, COH, CONH₂, SO₂NH₂, NO₂, $(CH_2)_nNRR^7$, wherein R and R^7 , taken together with the nitrogen atom to which they are bound form an optionally substituted 3-8-membered saturated or partially unsaturated ring having 1-3 heteroatoms selected from nitrogen, oxygen, or sulfur, or R^3 and R^4 , taken together with the atoms to which they are bound, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5- or 6-membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, and n is 0, 1, 2, 3, 4, or 5.

14. The compound of claim 1, wherein one of R^3 or R^4 is hydrogen, and the other of R^3 or R^4 is $(CH_2)_n$ halogen, $(CH_2)_n$ CN, $(CH_2)_nOR^7$, $(CH_2)_nNRR^7$, $(CH_2)_nC(O)R^7$, $(CH_2)_nC(O)R^7$, $(CH_2)_nCH_3$, $(CH_2)_nC(O)NRR^7$, $(CH_2)_nSR^7$, wherein R^7 is hydrogen, $(CH_2)_mN(R')_2$, C_1 - C_4 alkyl, an optionally substituted 5- or 6-membered aryl, aralkyl, heteroaryl, or heteroaralkyl group, or R and R^7 , taken together with the nitrogen atom to which they are bound form an optionally substituted 3-8-membered saturated or partially unsaturated ring having 1-3 heteroatoms selected from nitrogen, oxygen, or sulfur.

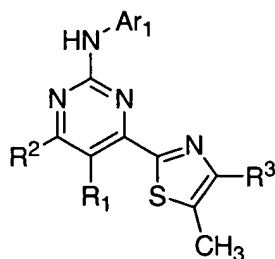
15. The compound of claim 14, wherein R^3 is hydrogen.

16. The compound of claim 14, wherein R^4 is hydrogen.

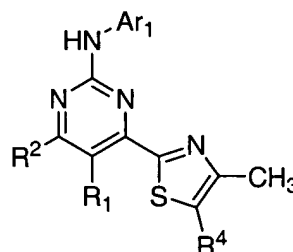
17. The compound of claim 1, wherein R^3 and R^4 , taken together with the atoms to which they are bound, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5- or 6-membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, and wherein said ring is optionally substituted with 0, 1, 2, 3, 4, or 5 occurrences of $Y-R^8$.

18. The compound of claim 17, wherein each occurrence of $Y-R^8$ is independently methyl, ethyl, t-butyl, fluoro, chloro, bromo, oxo, CF_3 , OMe, OEt, CN, SO_2Me , SO_2NH_2 , NH_2 , $NHMe$, $N(Me)_2$, SMe, SEt, OH, $C(O)Me$, NO_2 , or CH_2OH .

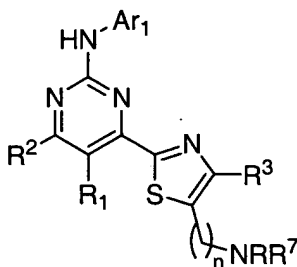
19. The compound of claim 1, having one of formulas **I-A-i**, **I-A-ii**, **I-B-i**, **I-B-ii**, **I-C-i**, **I-C-ii**, **I-D-i**, or **I-E-i**:



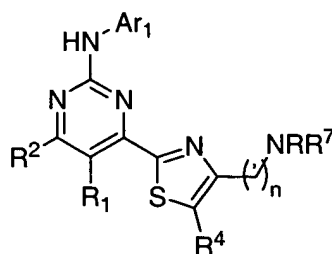
I-A-i



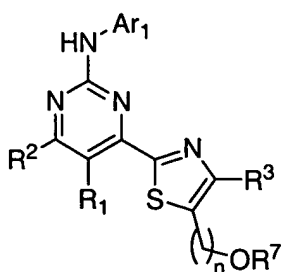
I-A-ii



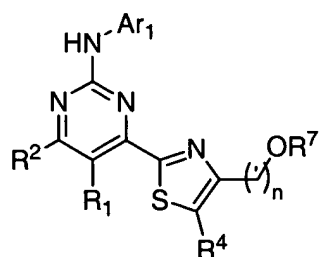
I-B-i



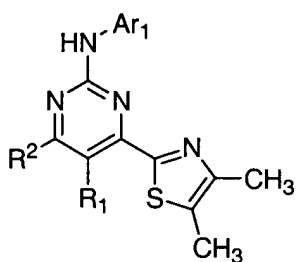
I-B-ii



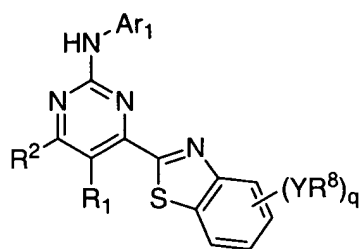
I-C-i



I-C-ii



I-D-i



I-E-i

wherein q is 0-5.

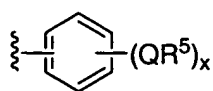
20. The compound of claim 19, wherein Ar¹ is:

- (a) a phenyl, indanyl, or naphthyl ring;
- (b) a 5-6 membered heterocyclic ring having 1-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur; or
- (c) a 5-6 membered monocyclic or 9-10 membered bicyclic heteroaryl ring having 1-3 heteroatoms independently selected from oxygen, nitrogen, or sulfur.

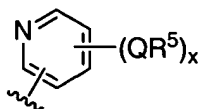
21. The compound of claim 19, wherein Ar¹ is:

- (a) a phenyl ring;
- (b) a 5-6 membered heterocyclic ring having 1-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur; or
- (c) a 5-6 membered monocyclic heteroaryl ring having 1-3 heteroatoms independently selected from oxygen, nitrogen, or sulfur.

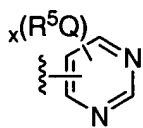
22. The compound of claim 19, wherein Ar¹ is any one of **a-bb**:



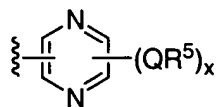
a



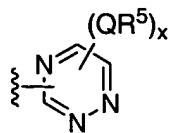
b



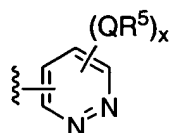
c



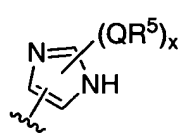
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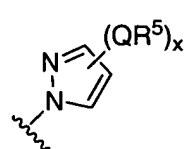
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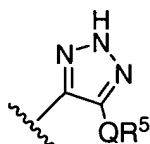
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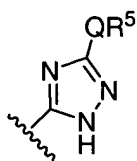
g



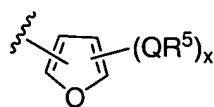
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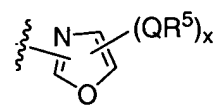
i



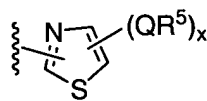
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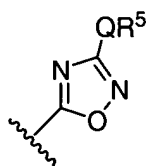
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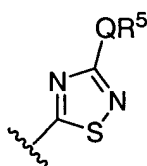
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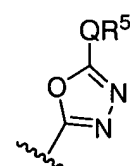
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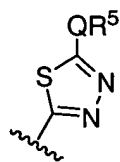
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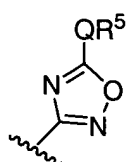
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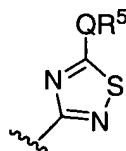
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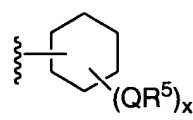
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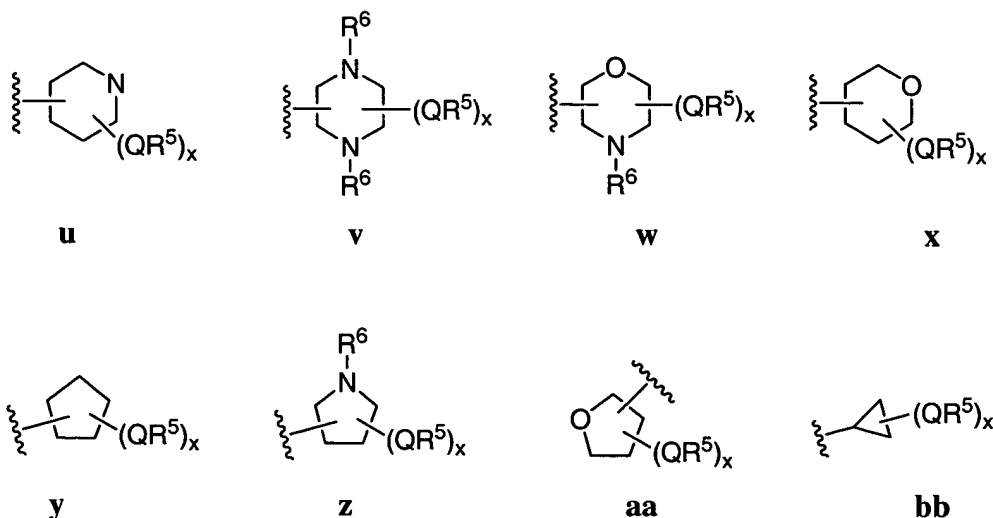
r



s

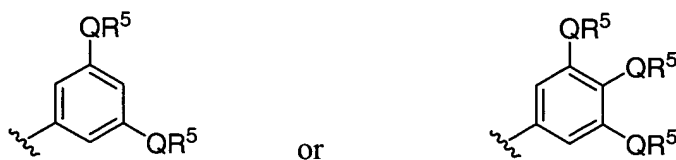


t



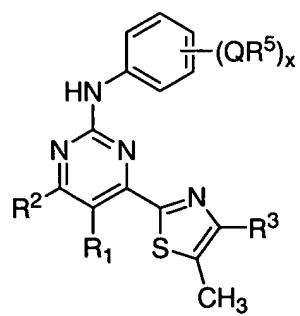
wherein Q and R⁵ are as defined generally above and in subsets herein, and x is 0-5.

23. The compound of claim 19, wherein Ar¹ is phenyl, pyrimidinyl, or pyridyl.
24. The compound of claim 19, wherein Ar¹ is phenyl and is substituted with two (x = 2) or three (x = 3) occurrences of Q-R⁵ and Ar¹ is one of the following structures:

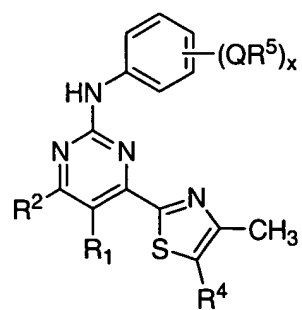


wherein each occurrence of QR⁵ is independently CH₂halogen, halogen, CH₂CN, CN, CH₂CO₂R', CO₂R', CH₂COR', COR', R', CH₂NO₂, NO₂, CH₂OR', OR', CH₂SR', SR', haloalkyl, CH₂SO₂N(R')₂, SO₂N(R')₂, CH₂N(R')₂, N(R')₂, NHCOR', CH₂NHCOR', CH₂PO(OR')₂, PO(OR')₂.

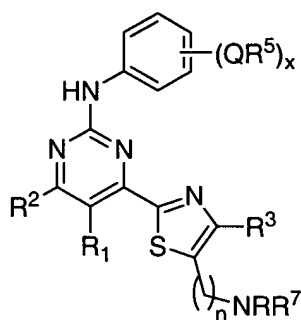
25. The compound of claim 19, wherein Ar¹ is optionally substituted phenyl and compounds have one of formulas **II-A-i**, **II-A-ii**, **II-B-i**, **II-B-ii**, **II-C-i**, **II-C-ii**, **II-D-i**, or **II-E-i**:



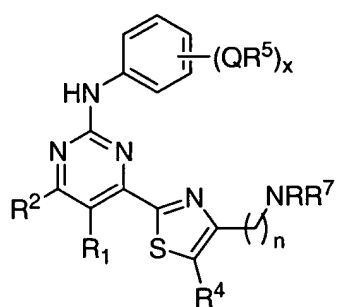
II-A-i



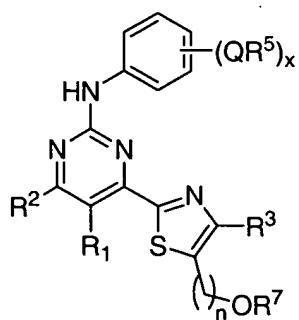
II-A-ii



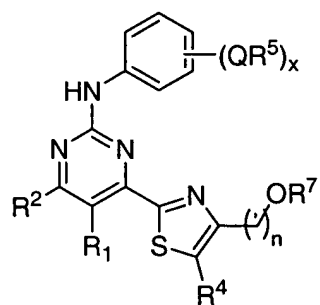
II-B-i



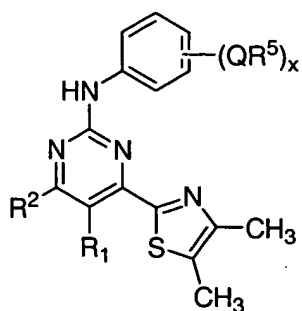
II-B-ii



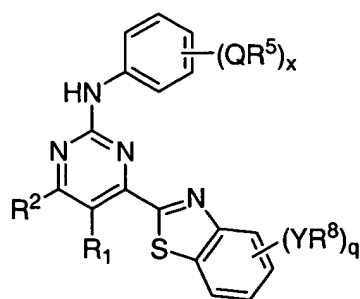
II-C-i



II-C-ii



II-D-i



II-E-i

where x and q are each independently 0-5.

26. The compound of claim 25, wherein each occurrence of Q is independently a bond or is an optionally substituted C₁-C₄ alkylidene chain wherein up to two non-adjacent methylene units of Q are optionally replaced by CO, CO₂, CONR, OCONR, NRCO, NRCO₂, NRSO₂, SO₂NR, O, S, or NR; and each occurrence of R⁵ is independently selected from R', halogen, NO₂, CN, OR', SR', N(R')₂, NR'C(O)R', NR'C(O)N(R')₂, NR'CO₂R', C(O)R', CO₂R', OC(O)R', C(O)N(R')₂, OC(O)N(R')₂, SOR', SO₂R', SO₂N(R')₂, NR'SO₂R', NR'SO₂N(R')₂, PO(OR')₂, C(O)C(O)R', or C(O)CH₂C(O)R', and x is 0, 1, 2, or 3.

27. The compound of claim 25, wherein each occurrence of Q-R⁵ is independently CH₂halogen, halogen, CH₂CN, CN, CH₂CO₂R', CO₂R', CH₂COR', COR', R', CH₂NO₂, NO₂, CH₂OR', OR', CH₂SR', SR', haloalkyl, CH₂SO₂N(R')₂, SO₂N(R')₂, CH₂N(R')₂, N(R')₂, NHCOR', CH₂NHCOR', CH₂PO(OR')₂, PO(OR')₂, or two adjacent occurrences of Q-R⁵, taken together with the atoms to which they are bound, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-8-membered ring having 0-3 heteroatoms selected from nitrogen, oxygen, or sulfur.

28. The compound of claim 25, wherein each occurrence of Q-R⁵ is independently fluoro, iodo, chloro, bromo, COCH₃, CO₂CH₃, C₁₋₄alkyl, NH₂, CH₂NH₂, NHMe, CH₂NHMe, N(Me)₂, CH₂N(Me)₂, N(Et)₂, CH₂N(Et)₂, NH(phenyl), CO(C₁₋₄alkyl), CH₂CO(C₁₋₄alkyl), NHCO(C₁₋₄alkyl), CH₂NHCO(C₁₋₄alkyl), CN, CH₂CN, OH, C₁₋₄alkoxy, optionally substituted benzyloxy, optionally substituted phenyloxy, CF₃, SO₂NH₂, SO₂NHMe, optionally substituted

SO₂(phenyl), SO₂(C₁₋₄alkyl), CONH₂, CH₂PO(OR')₂, or an optionally substituted group selected from a saturated, partially unsaturated, or fully unsaturated 5- or 6-membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur.

29. The compound of claim 25, wherein R¹ and R² are each independently hydrogen, N(R)₂, SR, OR, or TR, or R¹ and R², taken together form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-membered ring having 0-2 heteroatoms independently selected from N, O, or S.

30. The compound of claim 29, wherein R¹ and R² are each independently hydrogen, OH, CH₃, CH₂CH₃, OCH₃, CH₂OH, CH₂OCH₃, CH₂NH₂, CH₂NHCH₃, NH₂, or CH₂NH₂, or R¹ and R², taken together, form a fused optionally substituted pyrrolyl, pyrazolyl, or imidazolyl ring.

31. The compound of claim 25, wherein R³ is Z-R⁷, wherein Z is a bond or is an optionally substituted C₀₋₄ alkylidene chain wherein one methylene unit of Z is optionally replaced by O, NR, NRCO, NRCO₂, NRSO₂, CONR, C(O), C(O)O, and wherein R⁷ is halogen, CN, N(R')₂, NHCOR', or R'.

32. The compound of claim 25, wherein R³ is (CH₂)_nhalogen, (CH₂)_nCN, (CH₂)_nOR⁷, (CH₂)_nNRR⁷, (CH₂)_nC(O)R⁷, (CH₂)_nC(O)R⁷, (CH₂)_nCH₃, (CH₂)_nC(O)NRR⁷, (CH₂)_nSR⁷, wherein R⁷ is (CH₂)_mN(R')₂, C₁₋₄alkyl, an optionally substituted 5- or 6-membered aryl, aralkyl, heteroaryl, or heteroaralkyl group, or R and R⁷, taken together with the nitrogen atom to which they are bound form an optionally substituted 3-8-membered saturated or partially unsaturated ring having 1-3 heteroatoms selected from nitrogen, oxygen, or sulfur, n is 0 or 1, and m is 0 or 1.

33. The compound of claim 25, wherein R⁴ is Z-R⁷, wherein Z is a bond or is an optionally substituted C₀₋₄ alkylidene chain wherein one methylene unit of Z is optionally replaced by O, NR, NRCO, NRCO₂, NRSO₂, CONR, C(O), C(O)O, and wherein R⁷ is selected from halogen, CN, N(R')₂, NHCOR', or R'.

34. The compound of claim 25, wherein R^4 is $(CH_2)_n\text{halogen}$, $(CH_2)_n\text{CN}$, $(CH_2)_n\text{OR}^7$, $(CH_2)_n\text{NRR}^7$, $(CH_2)_n\text{C(O)R}^7$, $(CH_2)_n\text{C(O)R}^7 (CH_2)_n\text{CH}_3$, $(CH_2)_n\text{C(O)NRR}^7$, $(CH_2)_n\text{SR}^7$, wherein R^7 is $(CH_2)_m\text{N(R}^7)_2$, C_1 - C_4 alkyl, an optionally substituted 5- or 6-membered aryl, aralkyl, heteroaryl, or heteroaralkyl group, or R and R^7 , taken together with the nitrogen atom to which they are bound form an optionally substituted 3-8-membered saturated or partially unsaturated ring having 1-3 heteroatoms selected from nitrogen, oxygen, or sulfur, n is 0 or 1, and m is 0 or 1.

35. The compound of claim 25, wherein q is 0, 1, or 2, and each occurrence of $Y\text{-R}^8$ is independently methyl, ethyl, t-butyl, fluoro, chloro, bromo, oxo, CF_3 , OMe, OEt, CN, SO_2Me , SO_2NH_2 , NH_2 , NHMe, N(Me)_2 , SMe, SEt, OH, C(O)Me , NO_2 , or CH_2OH .

36. The compound of claim 25, wherein compounds have one of formulas **II-A-i**, **II-B-i**, or **II-C-i**, and the compound variables are defined as:

a) x is 0, 1, 2, or 3, and $Q\text{-R}^5$ is $\text{CH}_2\text{halogen}$, halogen, CH_2CN , CN, $\text{CH}_2\text{CO}_2\text{R}'$, $\text{CO}_2\text{R}'$, $\text{CH}_2\text{COR}'$, COR' , R' , CH_2NO_2 , NO_2 , $\text{CH}_2\text{OR}'$, OR' , $\text{CH}_2\text{SR}'$, SR' , haloalkyl, $\text{CH}_2\text{SO}_2\text{N(R}^7)_2$, $\text{SO}_2\text{N(R}^7)_2$, $\text{CH}_2\text{N(R}^7)_2$, $\text{N(R}^7)_2$, NHCOR' , $\text{CH}_2\text{NHCOR}'$, $\text{CH}_2\text{PO(OR}^7)_2$, $\text{PO(OR}^7)_2$, or $Q\text{-R}^5$, taken together with the atoms to which they are bound, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-8-membered ring having 0-3 heteroatoms selected from nitrogen, oxygen, or sulfur;

b) R^1 and R^2 are each independently hydrogen, N(R)_2 , SR, OR, or TR, or R^1 and R^2 , taken together form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-membered ring having 0-2 heteroatoms independently selected from N, O, or S; and

c) R^3 is $(CH_2)_n\text{halogen}$, $(CH_2)_n\text{CN}$, $(CH_2)_n\text{OR}^7$, $(CH_2)_n\text{NRR}^7$, $(CH_2)_n\text{C(O)R}^7$, $(CH_2)_n\text{C(O)R}^7 (CH_2)_n\text{CH}_3$, $(CH_2)_n\text{C(O)NRR}^7$, $(CH_2)_n\text{SR}^7$, wherein R^7 is $(CH_2)_m\text{N(R}^7)_2$, C_1 - C_4 alkyl, an optionally substituted 5- or 6-membered aryl, aralkyl, heteroaryl, or heteroaralkyl group, or R and R^7 , taken together with the nitrogen atom to which they are bound form an optionally substituted 3-8-membered saturated or partially unsaturated ring having 1-3 heteroatoms selected from nitrogen, oxygen, or sulfur, n is 0 or 1, and m is 0 or 1.

37. The compound of claim 25, wherein compounds have one of formulas **II-A-ii**, **II-B-ii**, or **II-C-ii**, and one or more of the compound variables are defined as:

a) x is 0, 1, 2, or 3, and $Q-R^5$ is CH_2 halogen, halogen, CH_2CN , CN , CH_2CO_2R' , CO_2R' , CH_2COR' , COR' , R' , CH_2NO_2 , NO_2 , CH_2OR' , OR' , CH_2SR' , SR' , haloalkyl, $CH_2SO_2N(R')_2$, $SO_2N(R')_2$, $CH_2N(R')_2$, $N(R')_2$, $NHCO_2R'$, CH_2NHCO_2R' , $CH_2PO(OR')_2$, $PO(OR')_2$, or $Q-R^5$, taken together with the atoms to which they are bound, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-8-membered ring having 0-3 heteroatoms selected from nitrogen, oxygen, or sulfur;

b) R^1 and R^2 are each independently hydrogen, $N(R)_2$, SR , OR , or TR , or R^1 and R^2 , taken together form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-membered ring having 0-2 heteroatoms independently selected from N, O, or S; and

c) R^4 is $(CH_2)_n$ halogen, $(CH_2)_nCN$, $(CH_2)_nOR^7$, $(CH_2)_nNRR^7$, $(CH_2)_nC(O)R^7$, $(CH_2)_nC(O)R^7(CH_2)_nCH_3$, $(CH_2)_nC(O)NRR^7$, $(CH_2)_nSR^7$, wherein R^7 is $(CH_2)_mN(R')_2$, C_1 - C_4 alkyl, an optionally substituted 5- or 6-membered aryl, aralkyl, heteroaryl, or heteroaralkyl group, or R and R^7 , taken together with the nitrogen atom to which they are bound form an optionally substituted 3-8-membered saturated or partially unsaturated ring having 1-3 heteroatoms selected from nitrogen, oxygen, or sulfur, n is 0 or 1, and m is 0 or 1.

38. The compound of claim 25, wherein compounds have formula **II-E-i**, and one or more of the compound variables are defined as:

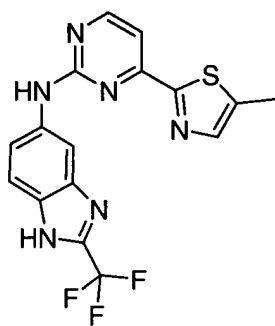
a) x is 0, 1, 2, or 3, and $Q-R^5$ is CH_2 halogen, halogen, CH_2CN , CN , CH_2CO_2R' , CO_2R' , CH_2COR' , COR' , R' , CH_2NO_2 , NO_2 , CH_2OR' , OR' , CH_2SR' , SR' , haloalkyl, $CH_2SO_2N(R')_2$, $SO_2N(R')_2$, $CH_2N(R')_2$, $N(R')_2$, $NHCO_2R'$, CH_2NHCO_2R' , $CH_2PO(OR')_2$, $PO(OR')_2$, or $Q-R^5$, taken together with the atoms to which they are bound, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-8-membered ring having 0-3 heteroatoms selected from nitrogen, oxygen, or sulfur;

b) R^1 and R^2 are each independently hydrogen, $N(R)_2$, SR , OR , or TR , or R^1 and R^2 , taken together form an optionally substituted saturated, partially unsaturated, or fully

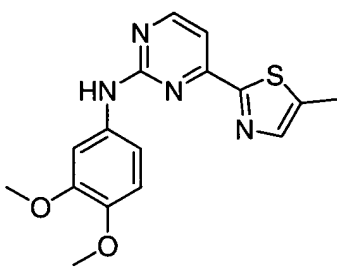
unsaturated 5-membered ring having 0-2 heteroatoms independently selected from N, O, or S;
and

c) q is 0, 1, or 2, and each occurrence of Y-R⁸ is independently methyl, ethyl, t-butyl, fluoro, chloro, bromo, oxo, CF₃, OMe, OEt, CN, SO₂Me, SO₂NH₂, NH₂, NHMe, N(Me)₂, SMe, SEt, OH, C(O)Me, NO₂, or CH₂OH.

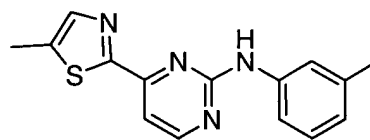
39. The compound of claim 1, selected from:



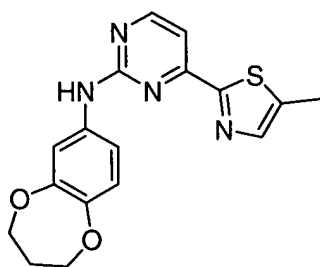
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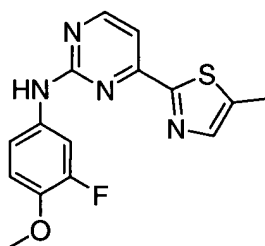
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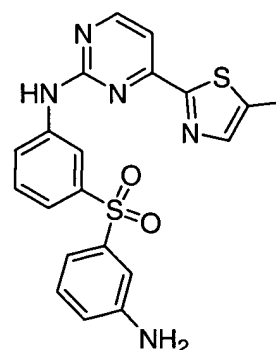
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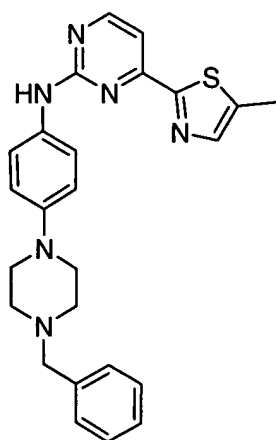
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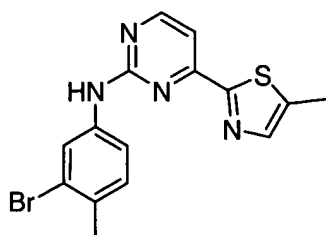
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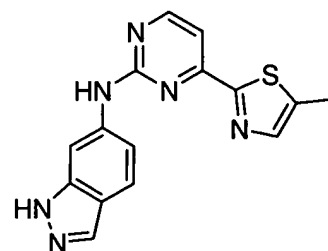
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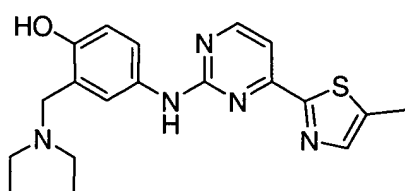
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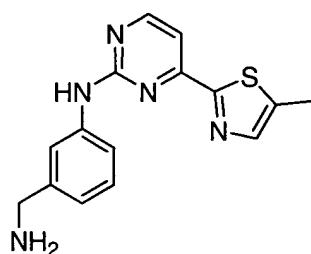
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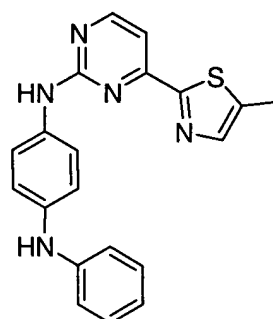
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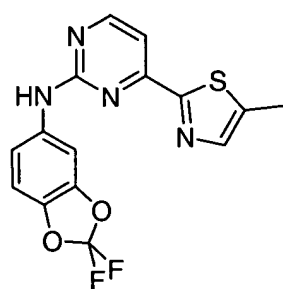
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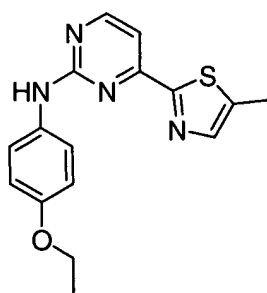
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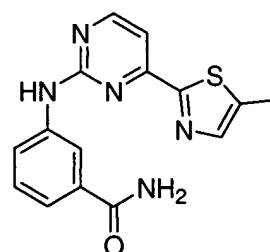
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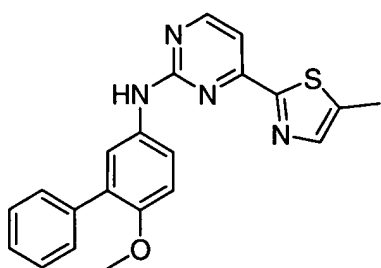
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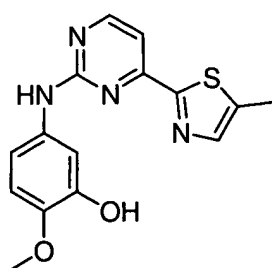
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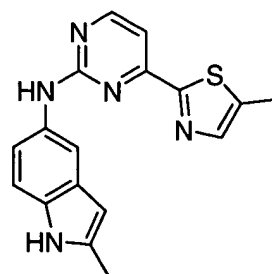
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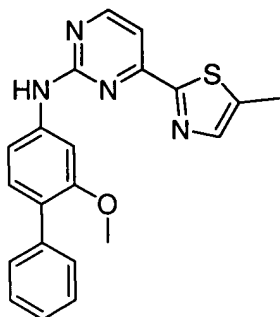
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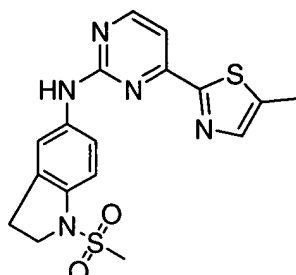
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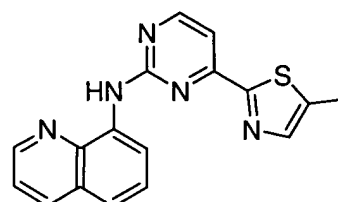
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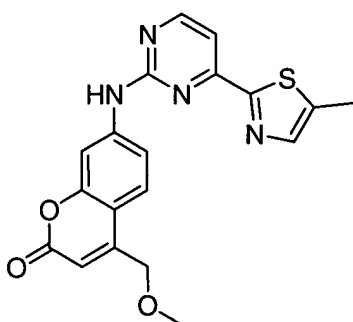
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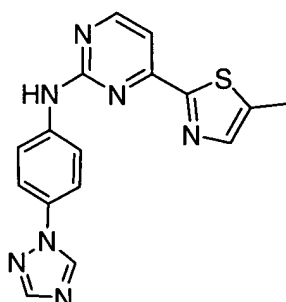
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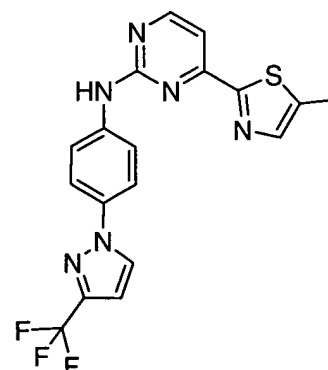
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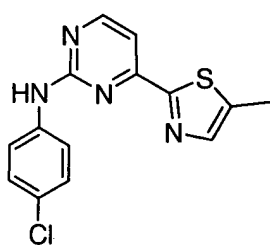
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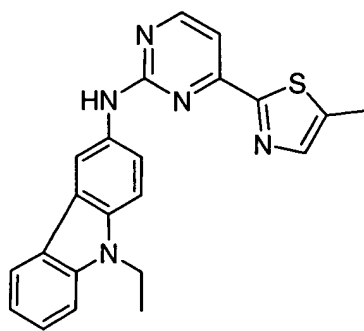
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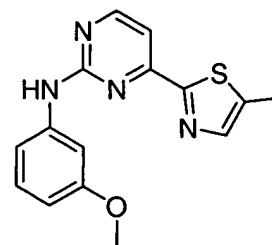
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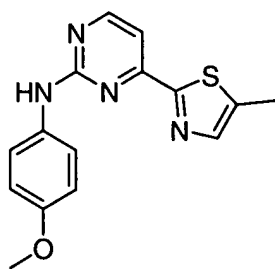
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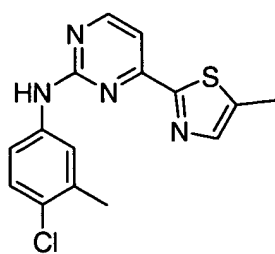
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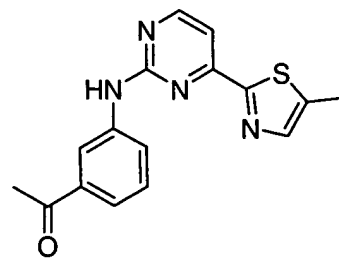
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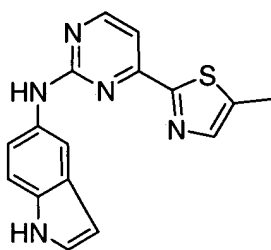
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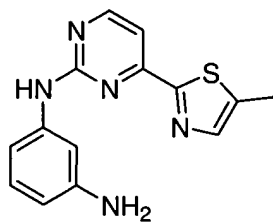
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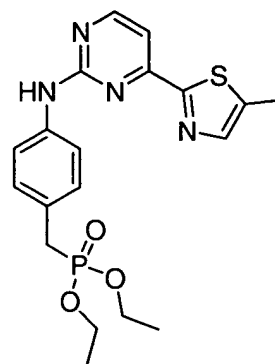
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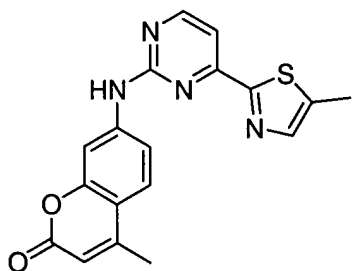
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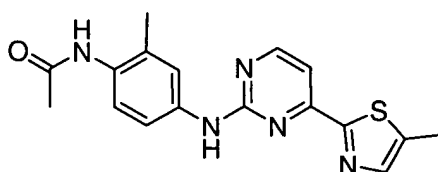
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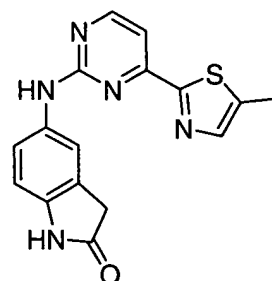
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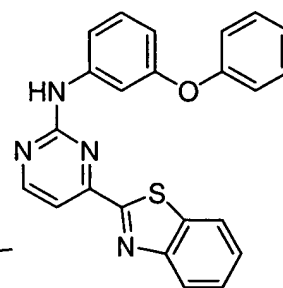
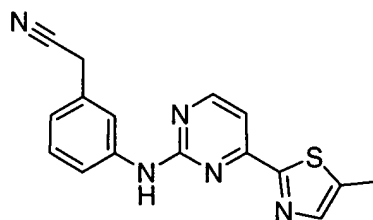
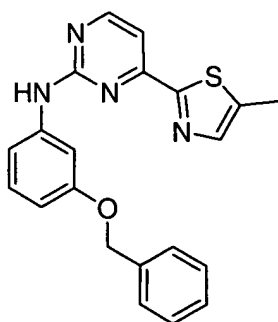
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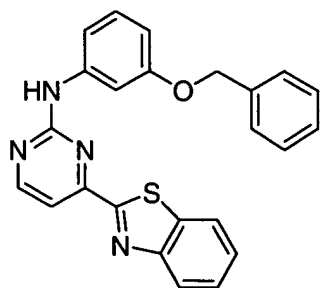
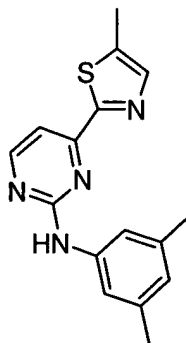
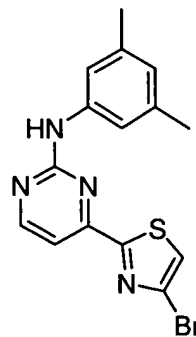
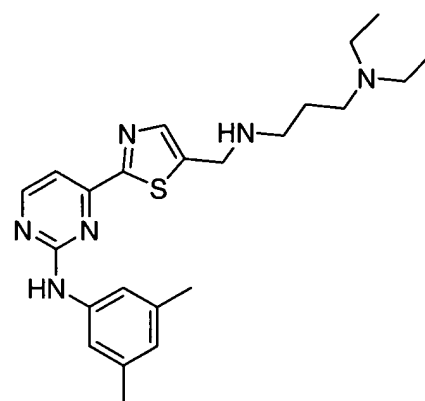
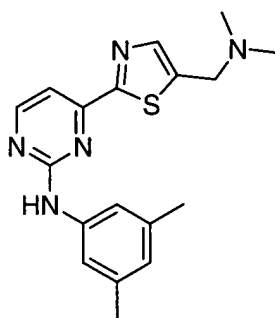
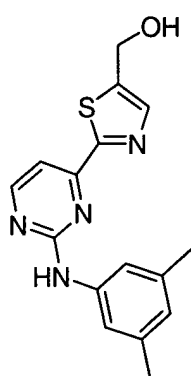
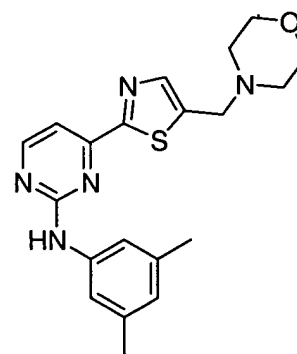
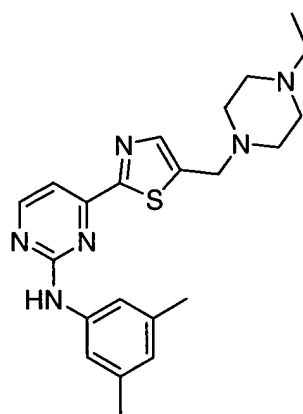
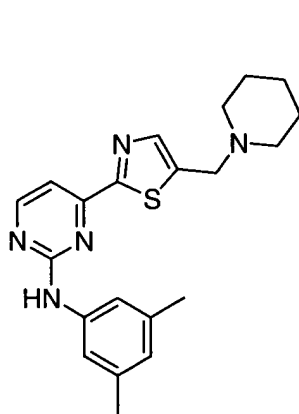


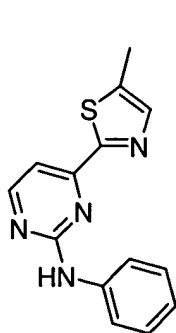
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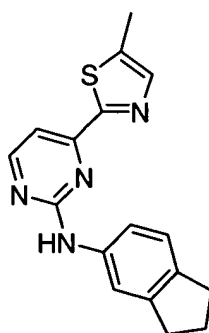
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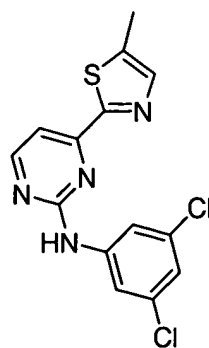
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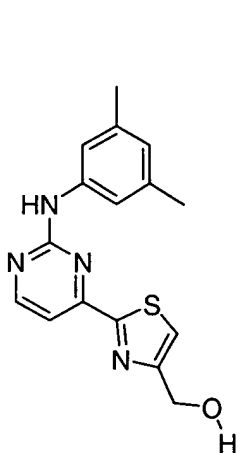
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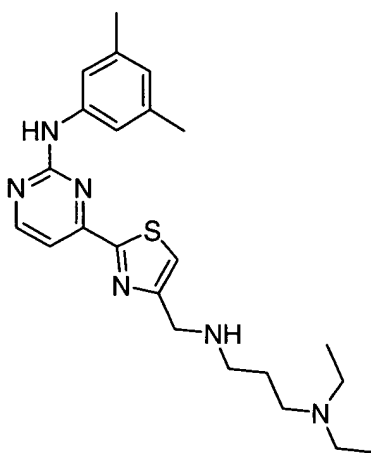
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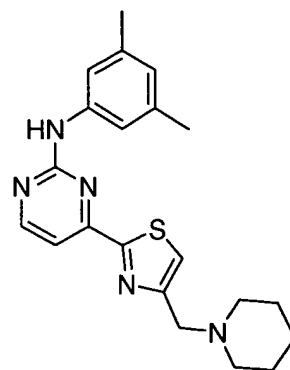
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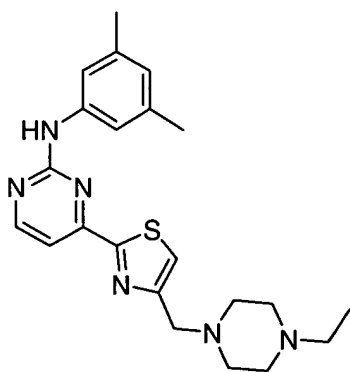
I-52



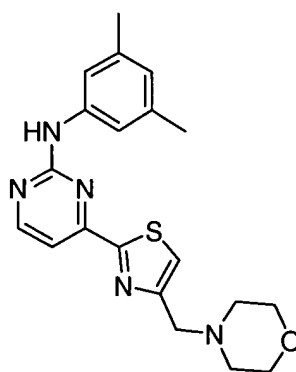
I-53



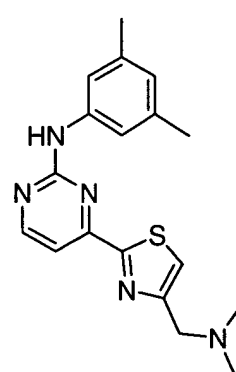
I-54



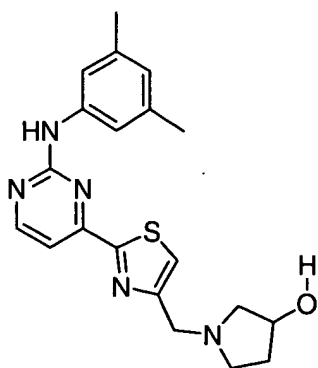
I-55



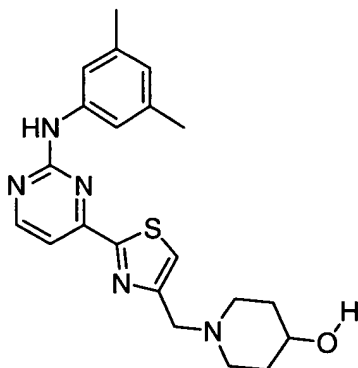
I-56



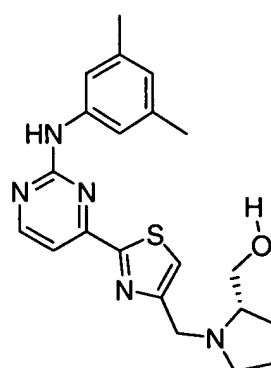
I-57



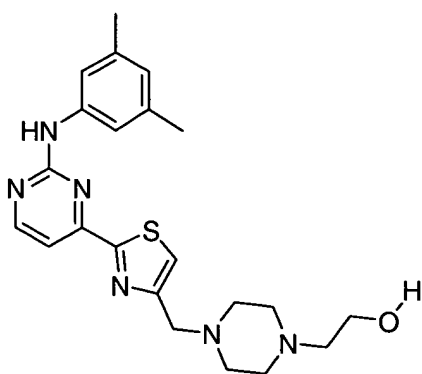
I-58



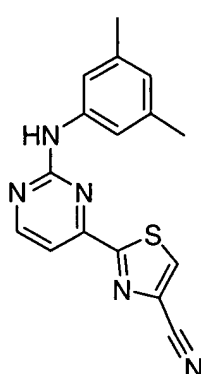
I-59



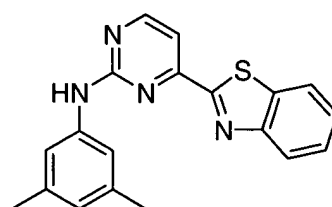
I-60



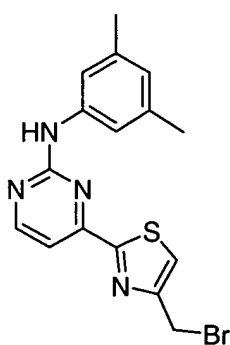
I-61



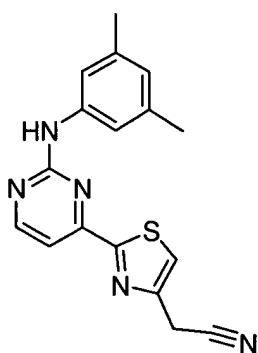
I-62



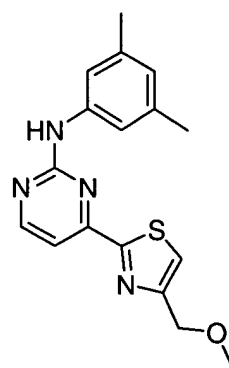
I-63



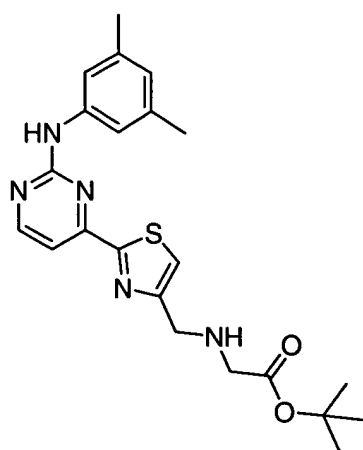
I-64



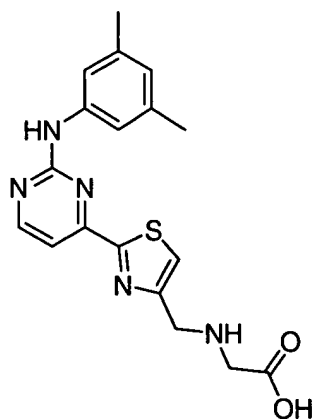
I-65



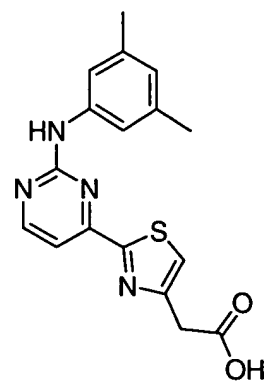
I-66



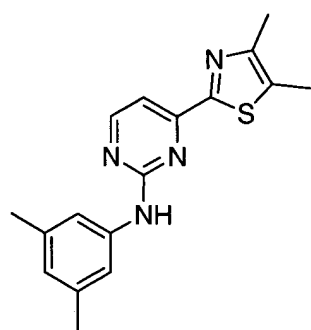
I-67



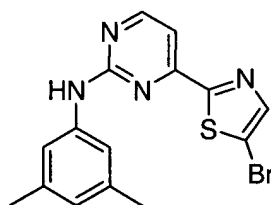
I-68



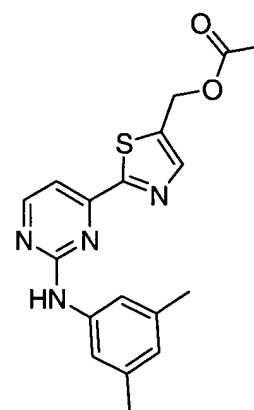
I-69



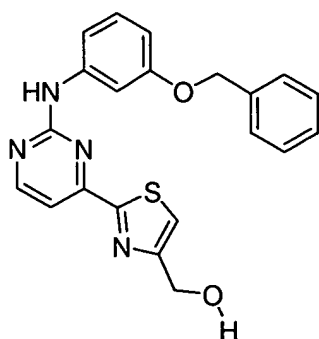
I-70



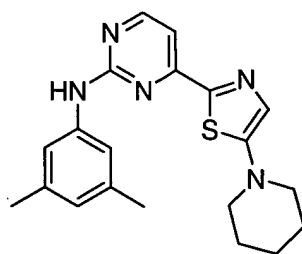
I-71



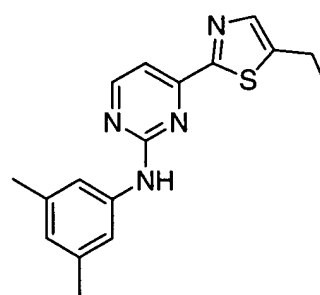
I-72



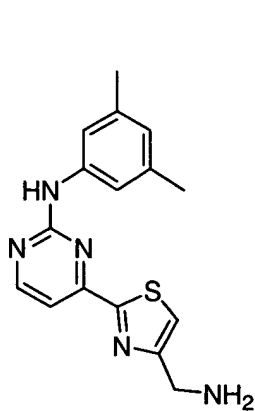
I-73



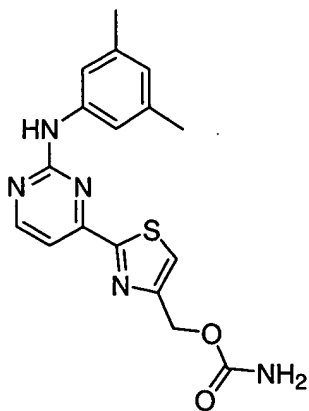
I-74



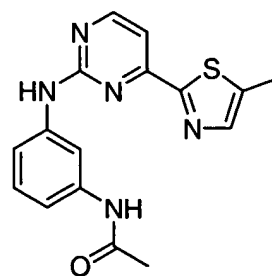
I-75



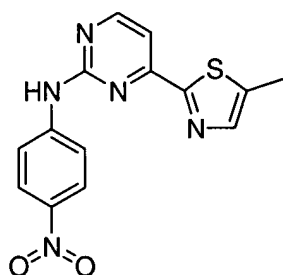
I-76



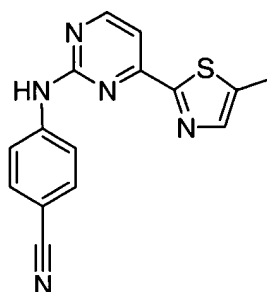
I-77



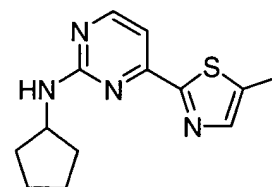
I-78



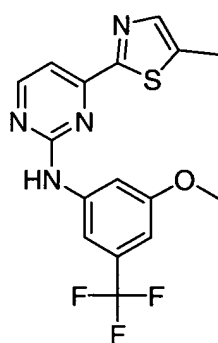
I-79



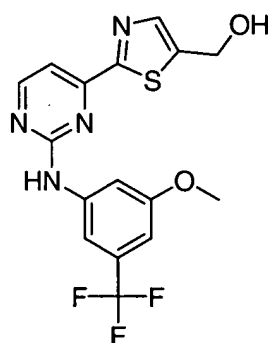
I-80



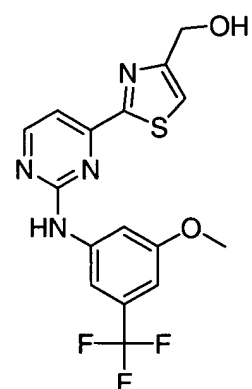
I-81



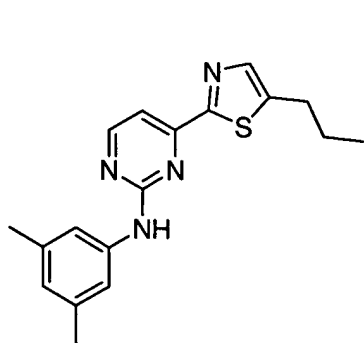
I-82



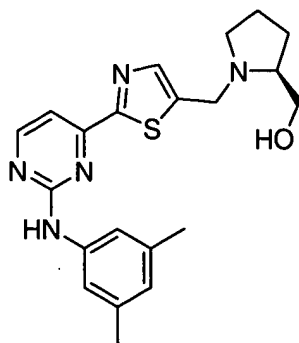
I-83



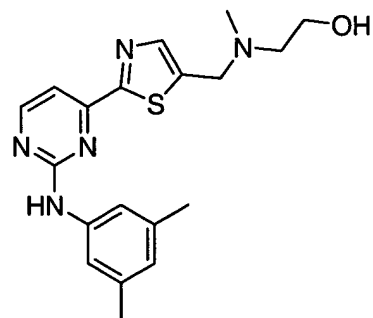
I-84



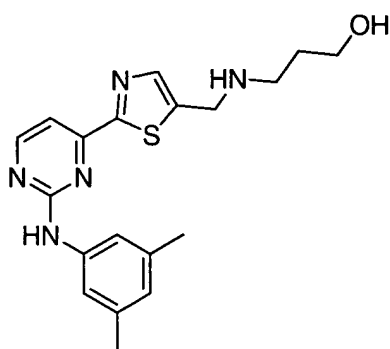
I-85



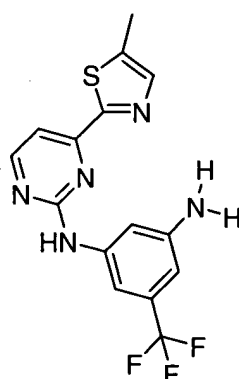
I-86



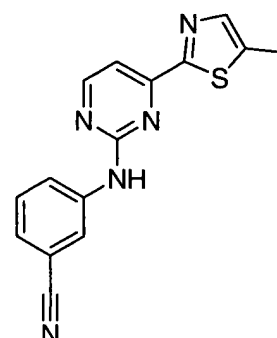
I-87



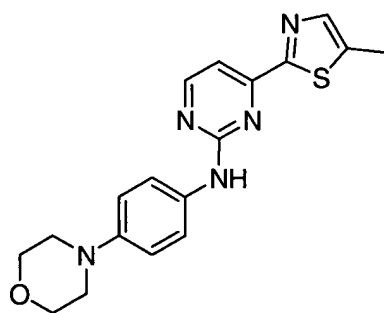
I-88



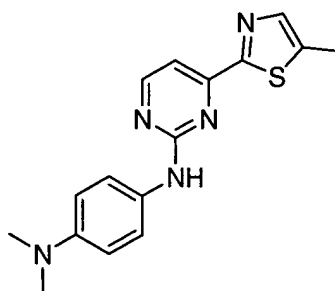
I-89



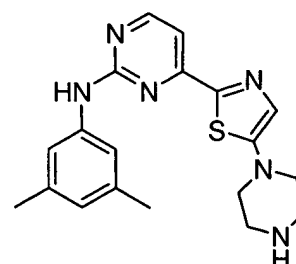
I-90



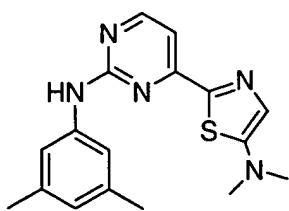
I-91



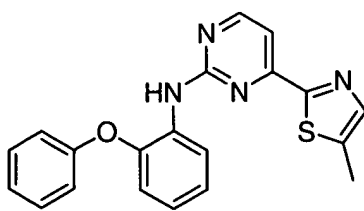
I-92



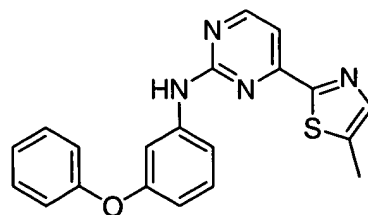
I-93



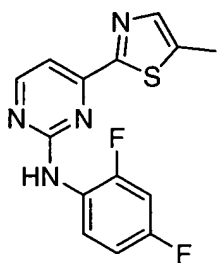
I-94



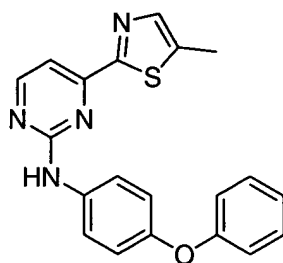
I-95



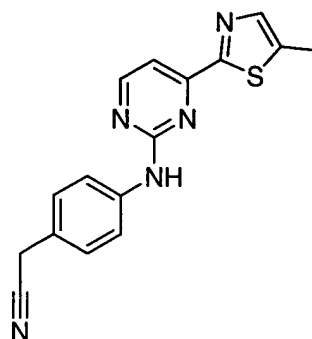
I-96



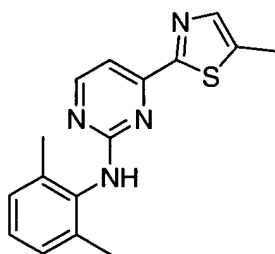
I-97



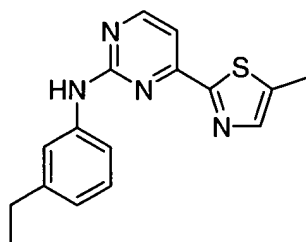
I-98



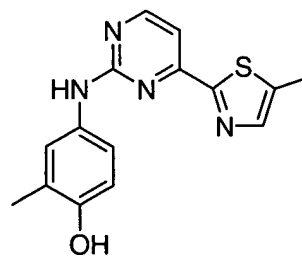
I-99



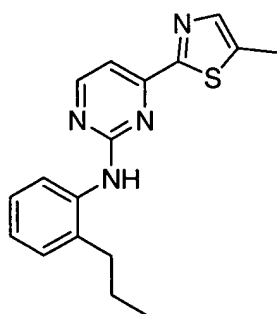
I-100



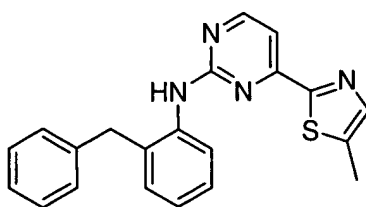
I-101



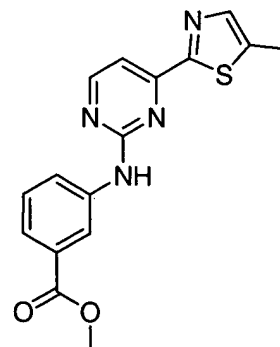
I-102



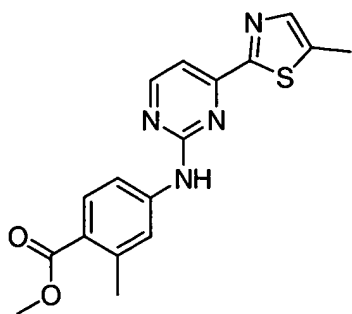
I-103



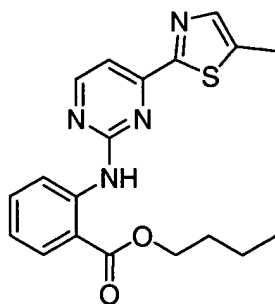
I-104



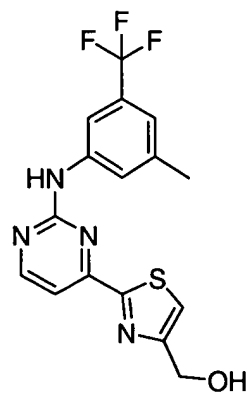
I-105



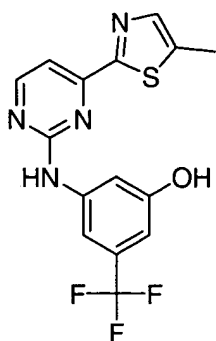
I-106



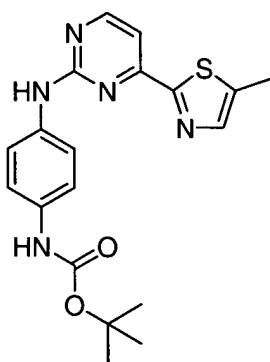
I-107



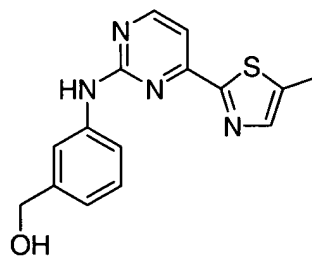
I-108



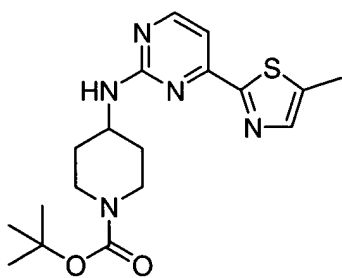
I-109



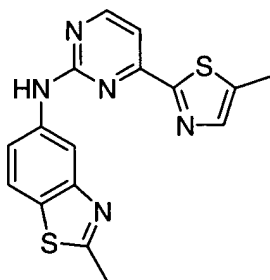
I-110



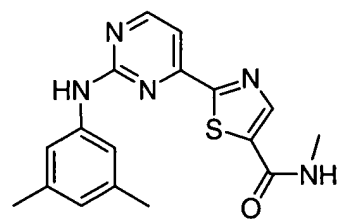
I-111



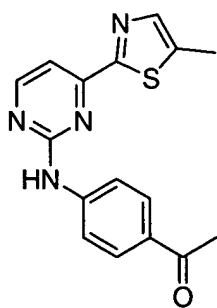
I-113



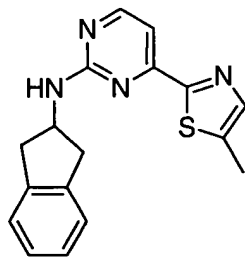
I-114



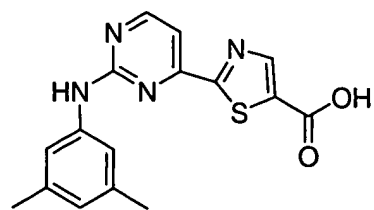
I-115



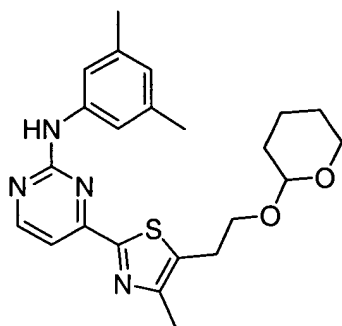
I-116



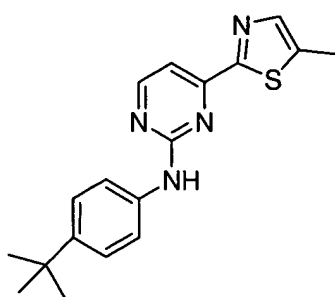
I-117



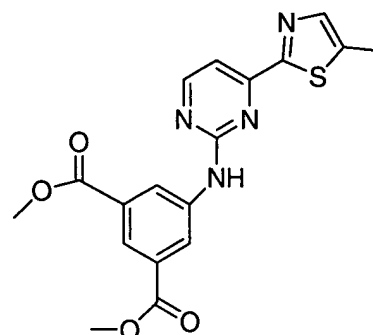
I-118



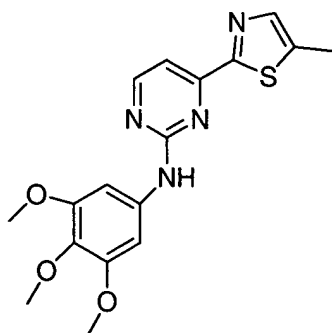
I-119



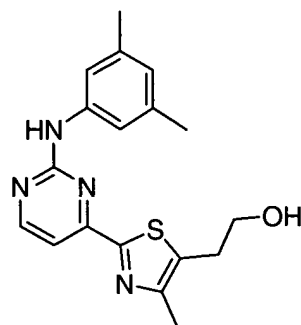
I-120



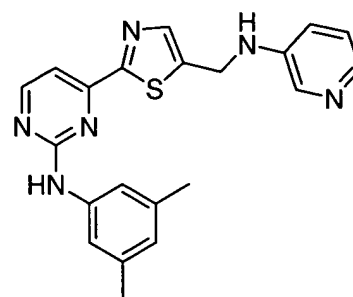
I-121



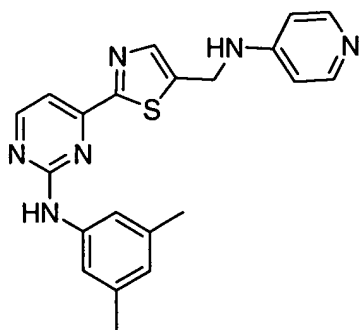
I-122



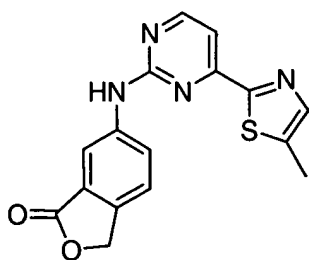
I-123



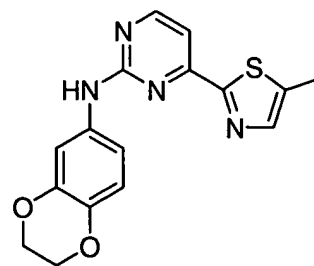
I-124



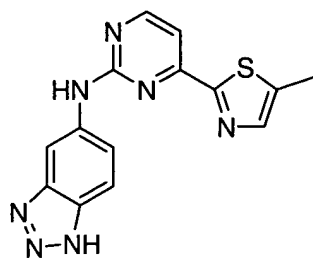
I-125



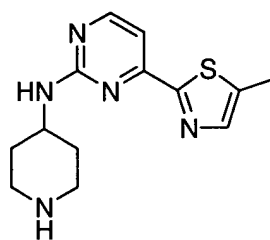
I-126



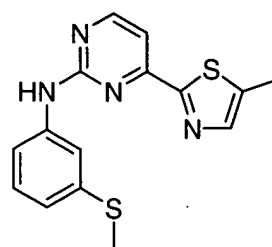
I-127



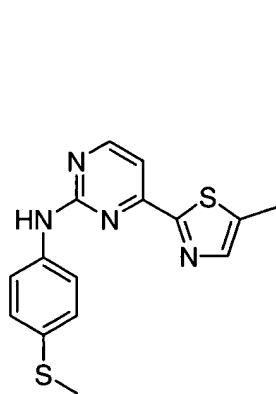
I-128



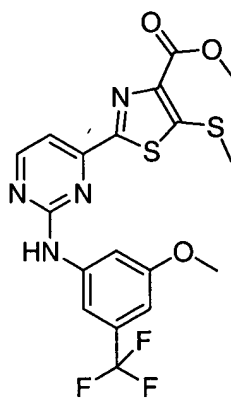
I-129



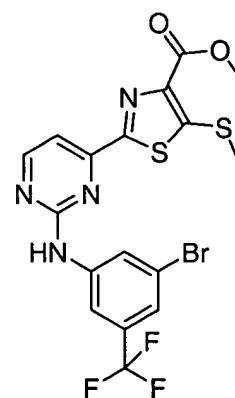
I-130



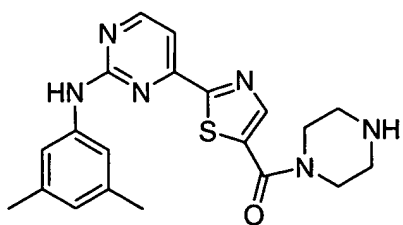
I-131



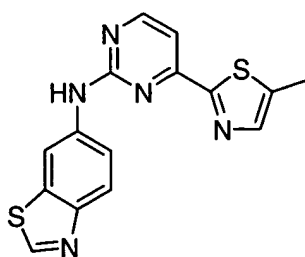
I-132



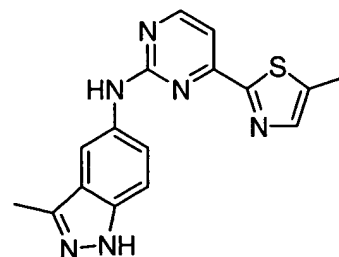
I-133



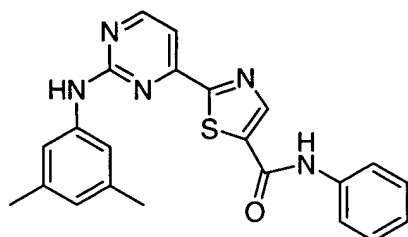
I-134



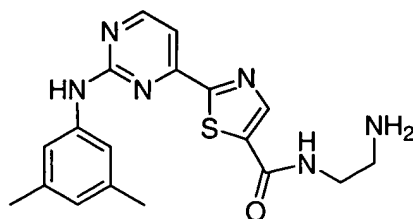
I-135



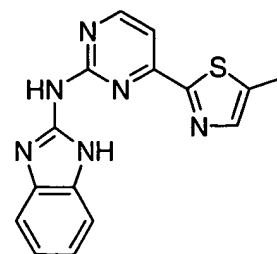
I-136



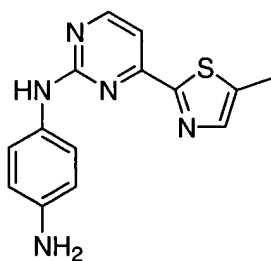
I-137



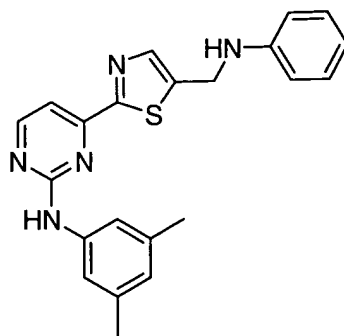
I-138



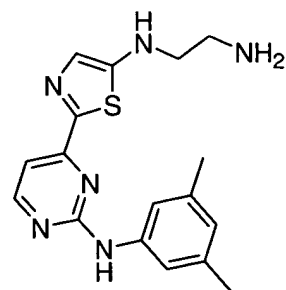
I-139



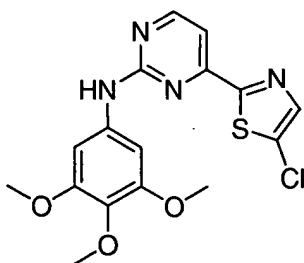
I-140



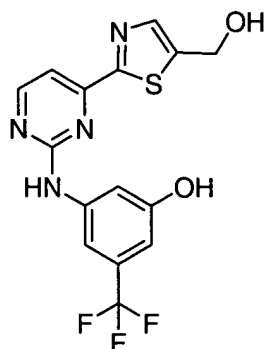
I-141



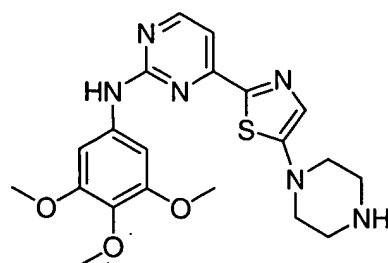
I-142



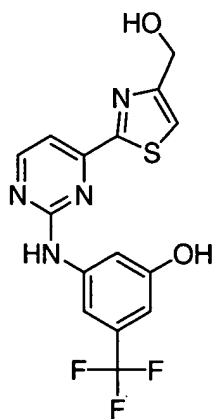
I-143



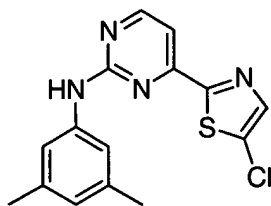
I-144



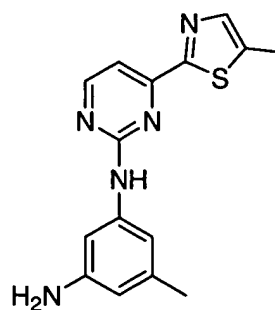
I-145



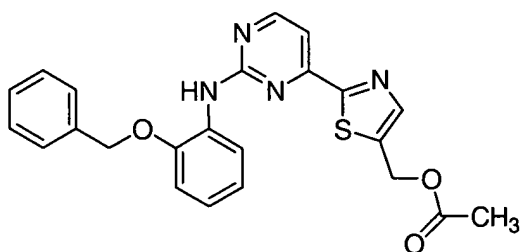
I-146



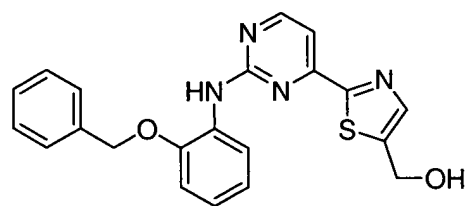
I-147



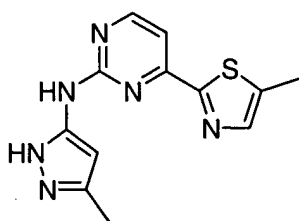
I-148



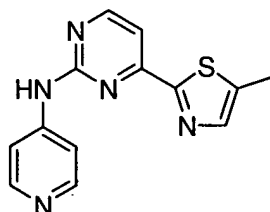
I-149



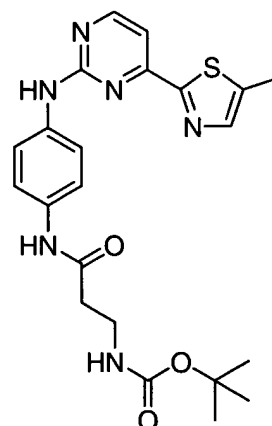
I-150



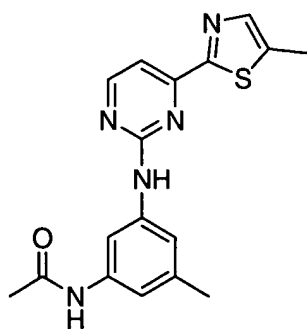
I-151



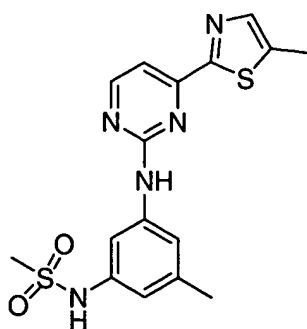
I-152



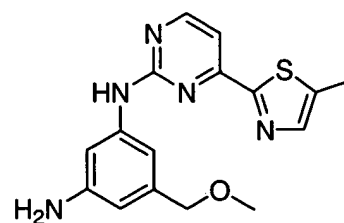
I-153



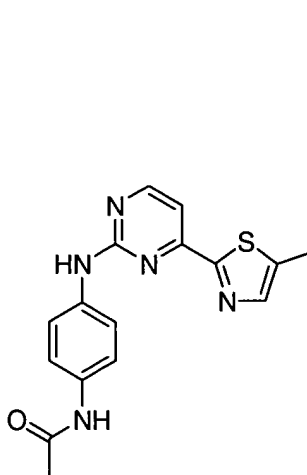
I-154



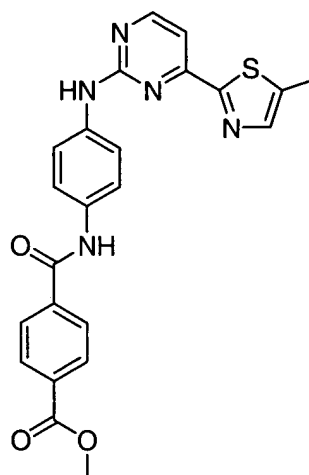
I-155



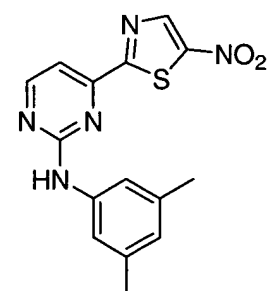
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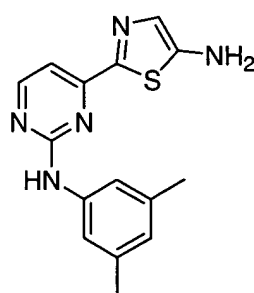
I-157



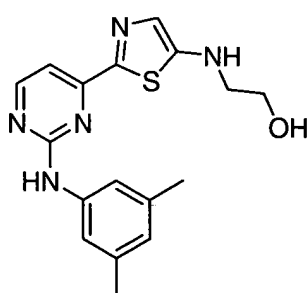
I-158



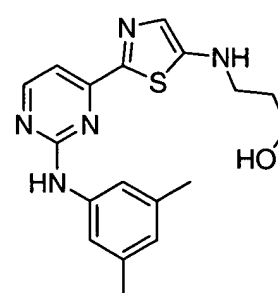
I-159



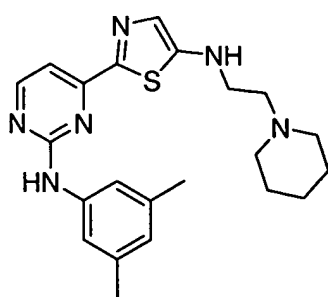
I-160



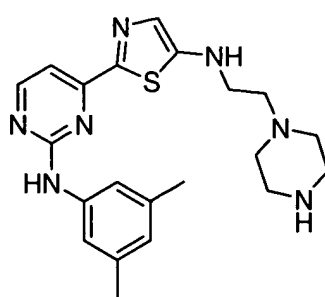
I-161



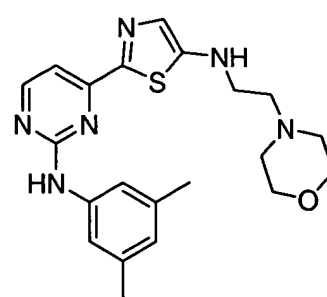
I-162



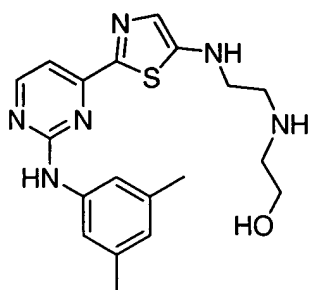
I-163



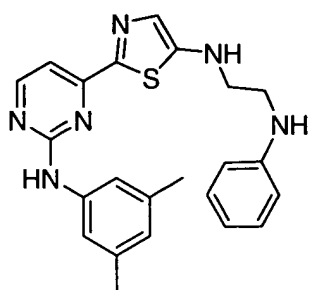
I-164



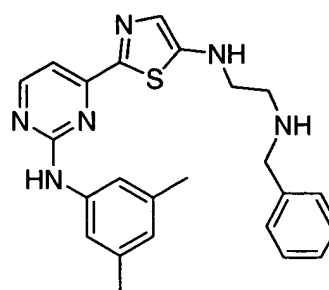
I-165



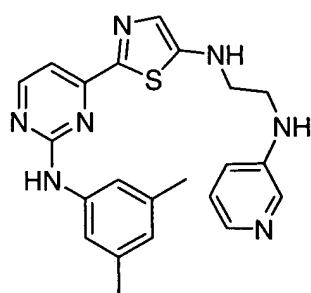
I-166



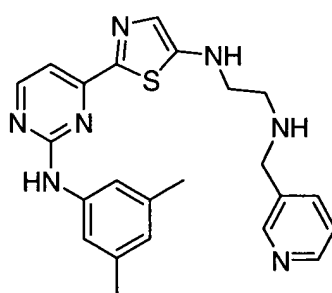
I-167



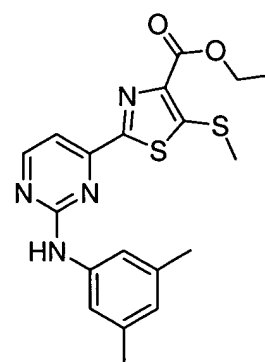
I-168



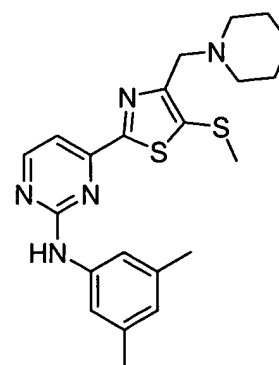
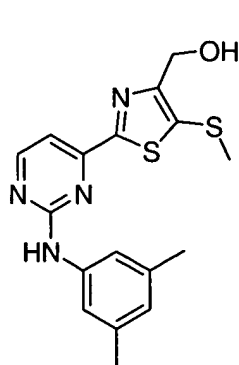
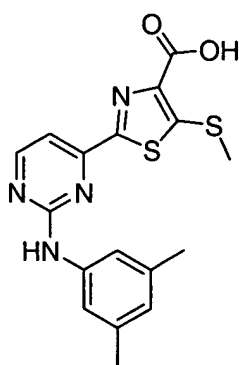
I-169

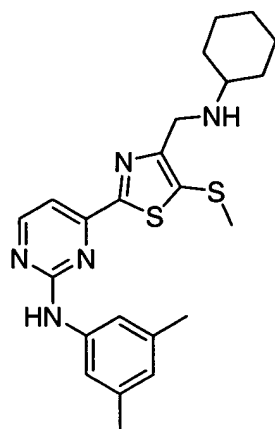
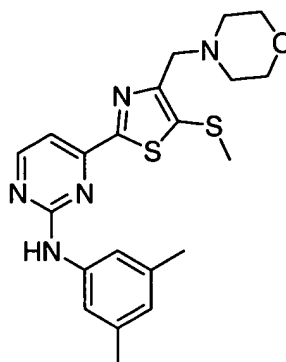
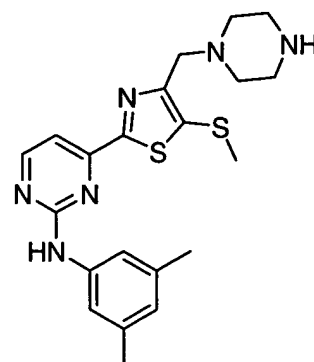
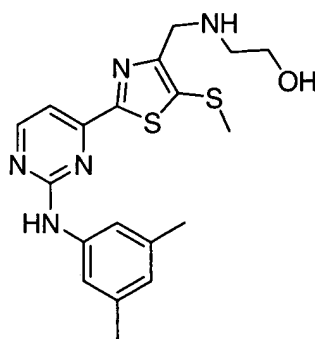
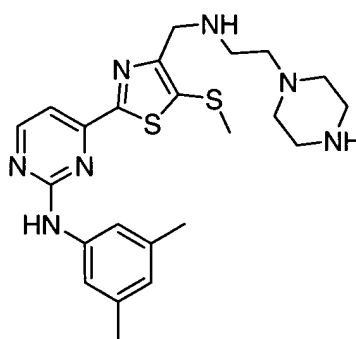
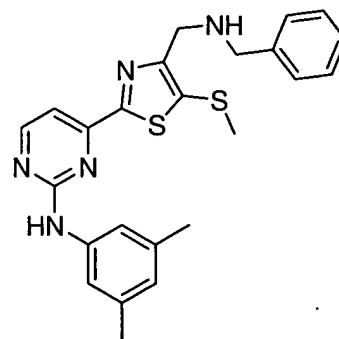
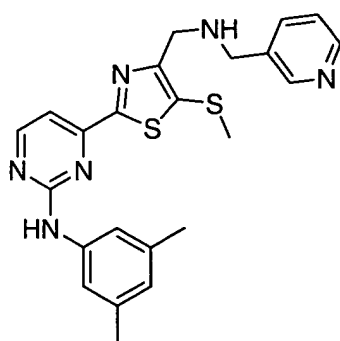
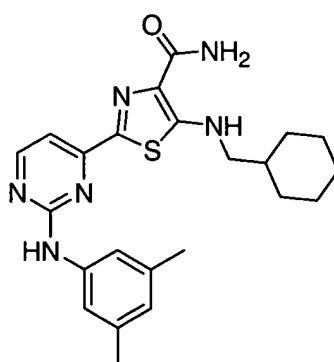
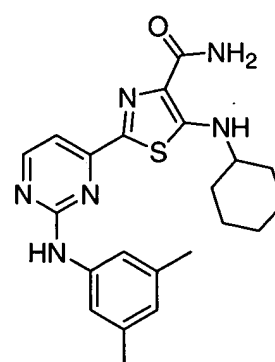


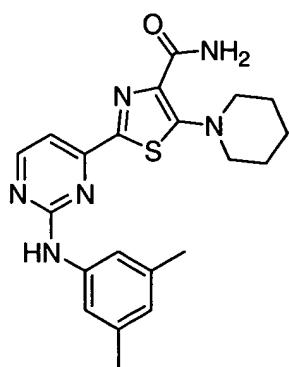
I-170



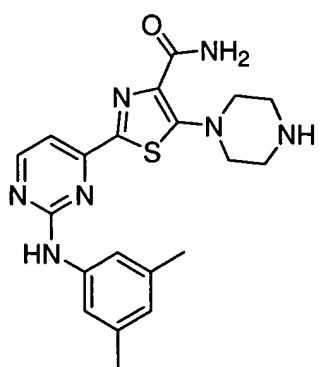
I-171



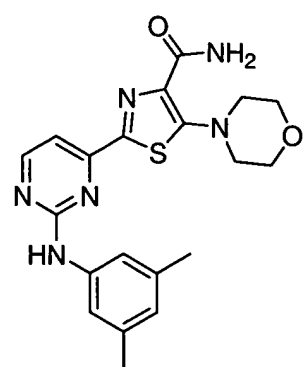
I-172**I-173****I-174****I-175****I-176****I-177****I-178****I-179****I-180****I-181****I-182****I-183**



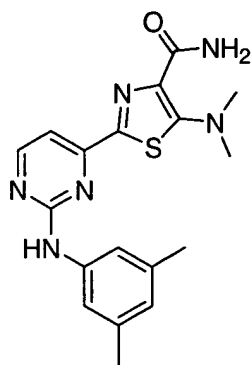
I-184



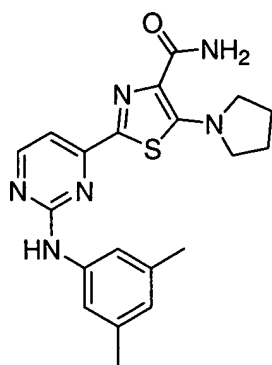
I-185



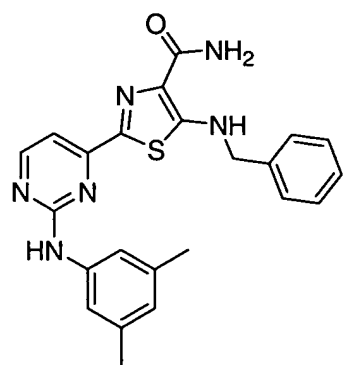
I-186



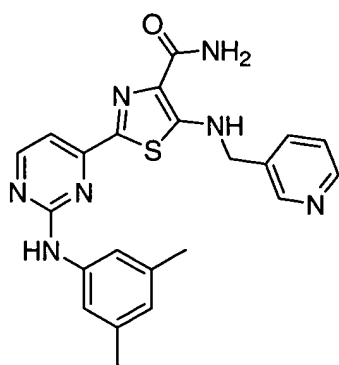
I-187



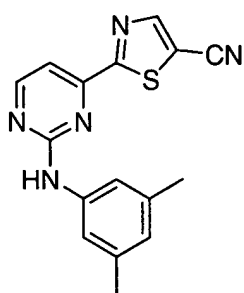
I-188



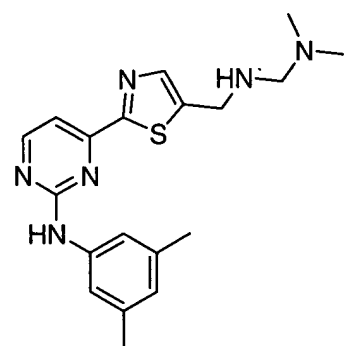
I-189



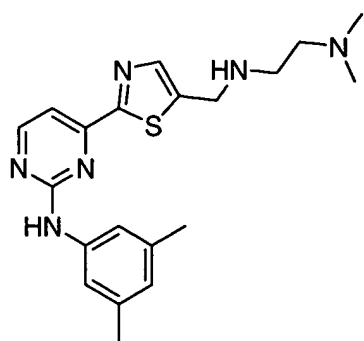
I-190



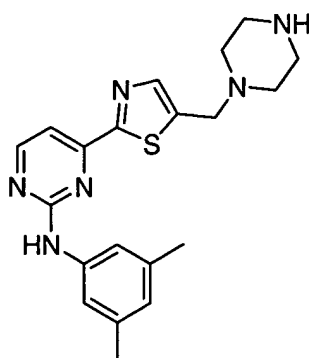
I-191



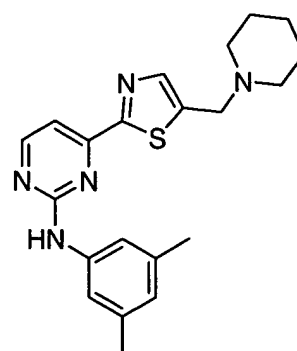
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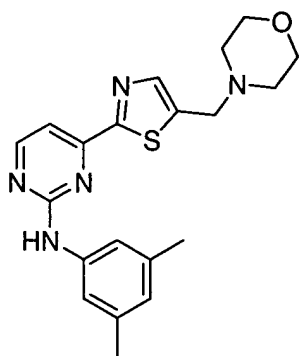
I-193



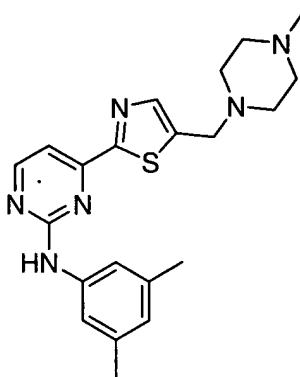
I-194



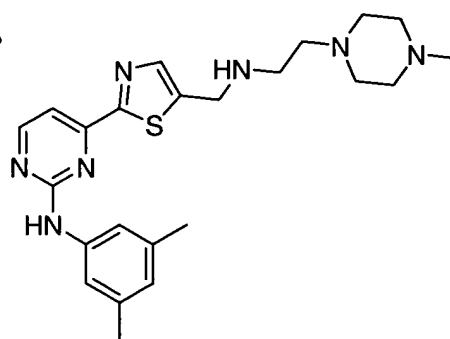
I-195



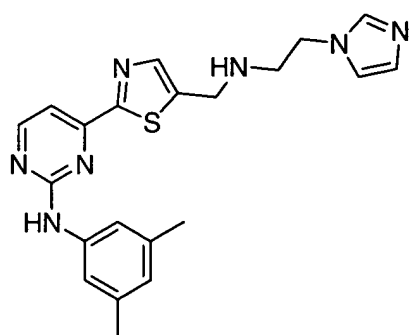
I-196



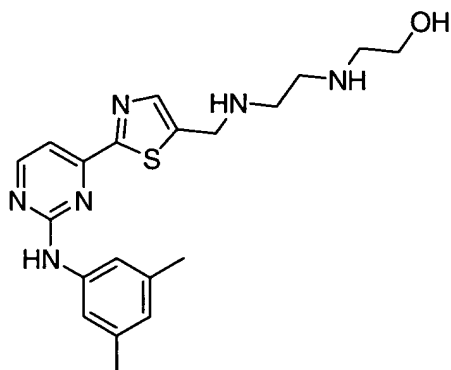
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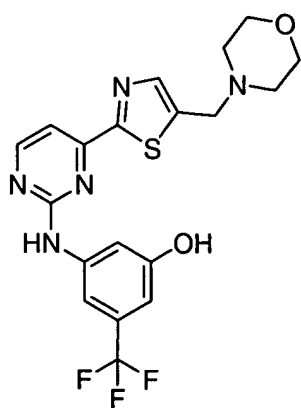
I-198



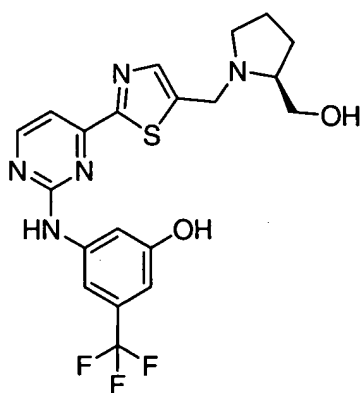
I-199



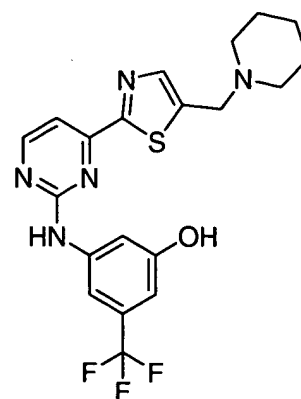
I-200



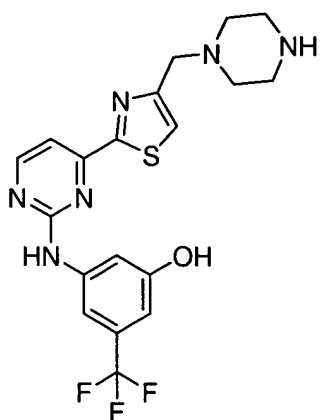
I-201



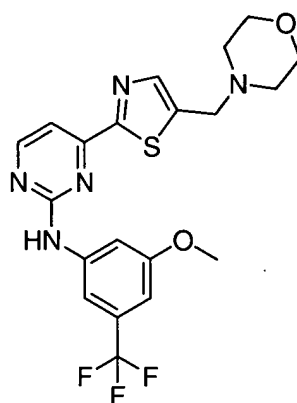
I-202



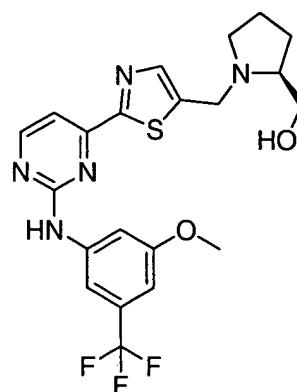
I-203



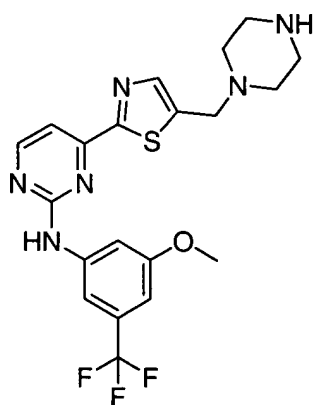
I-204



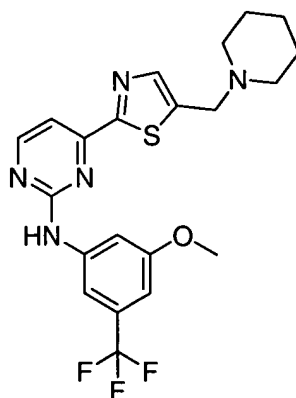
I-205



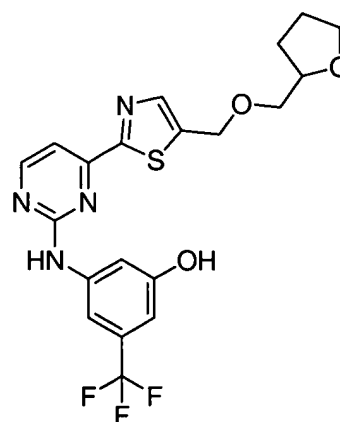
I-206



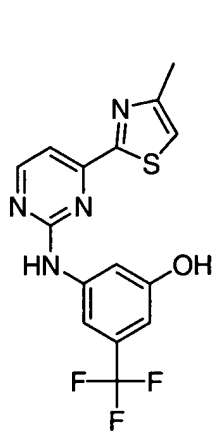
I-207



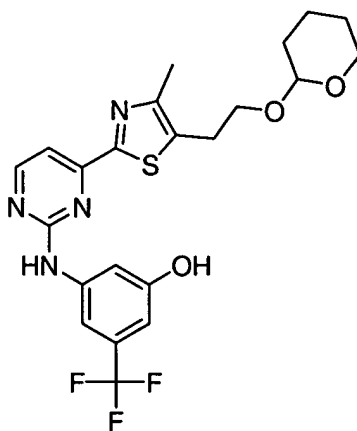
I-208



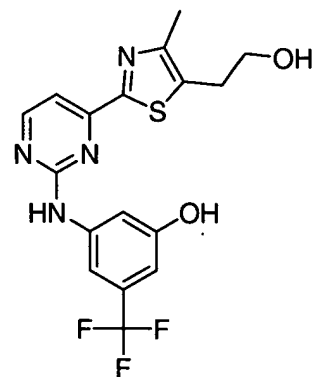
I-209



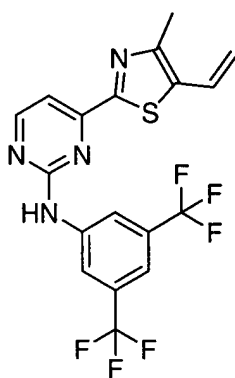
I-210



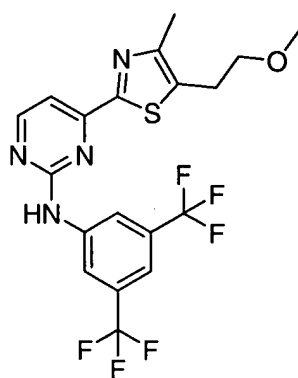
I-211



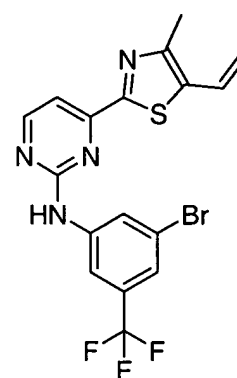
I-212



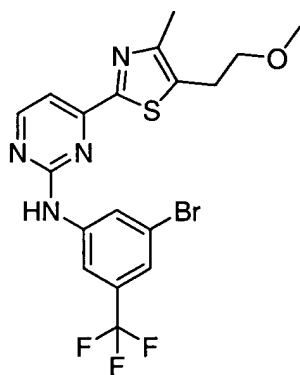
I-213



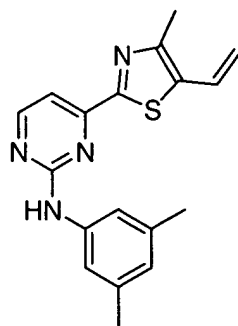
I-214



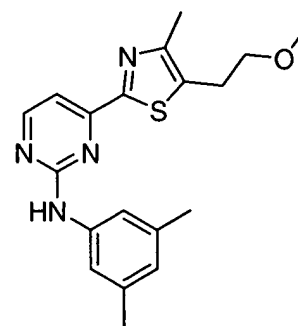
I-215



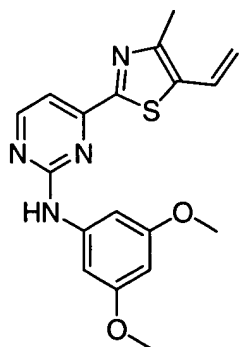
I-216



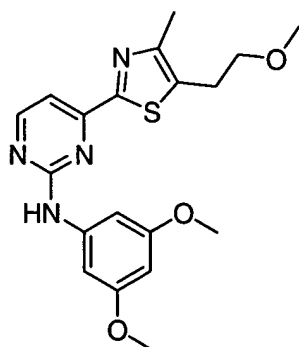
I-217



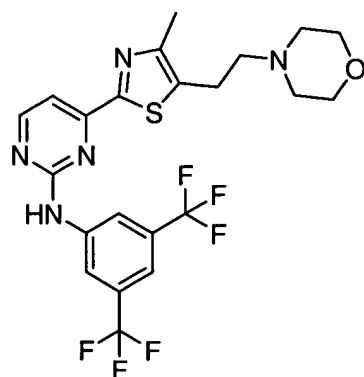
I-218



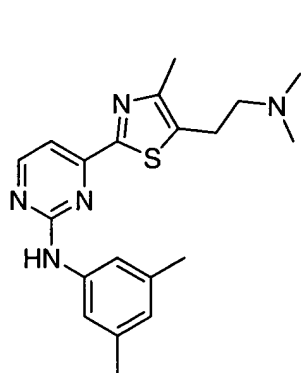
I-219



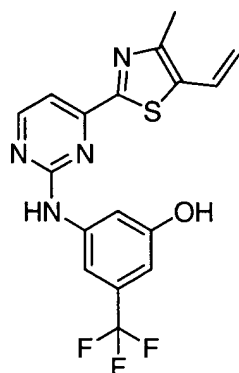
I-220



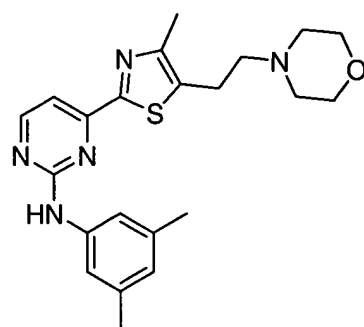
I-221



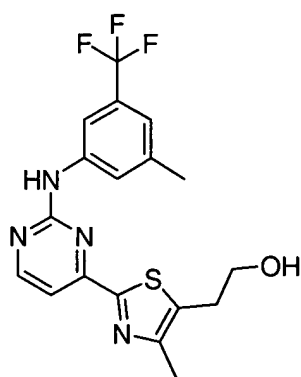
I-222



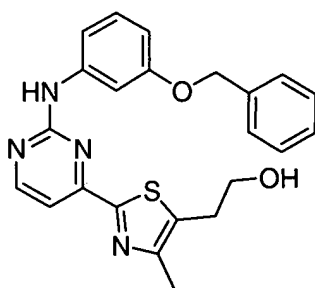
I-223



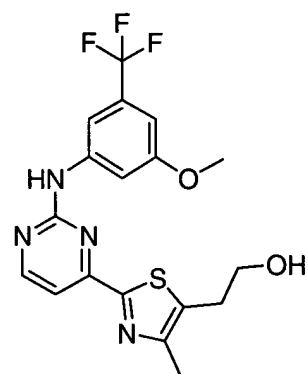
I-224



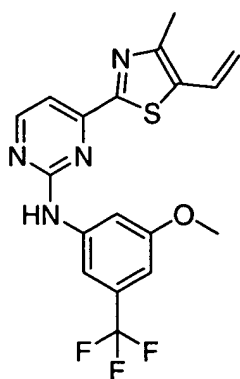
I-225



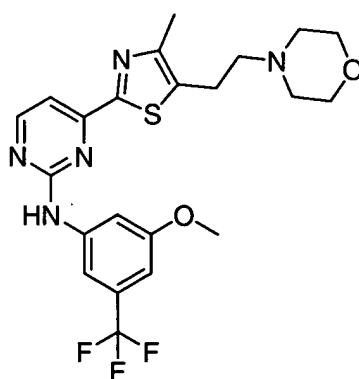
I-226



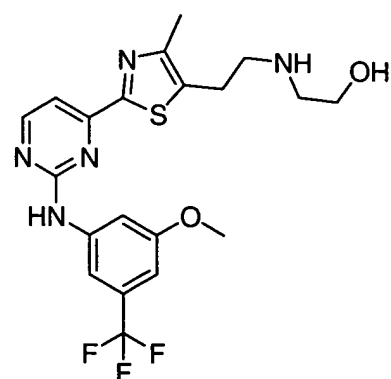
I-227



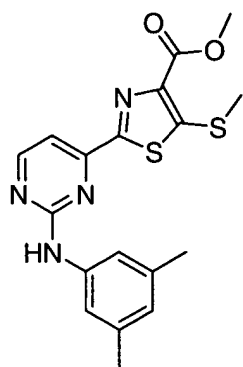
I-228



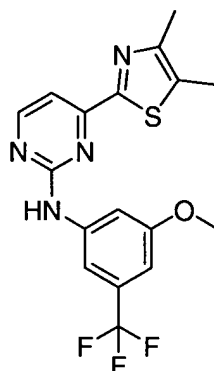
I-229



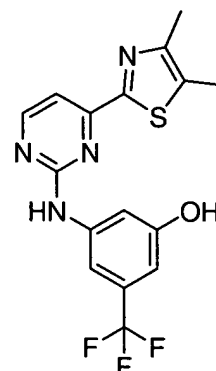
I-230



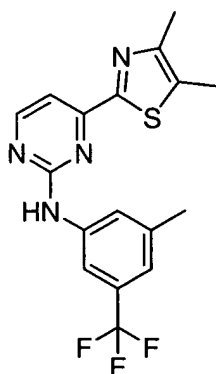
I-231



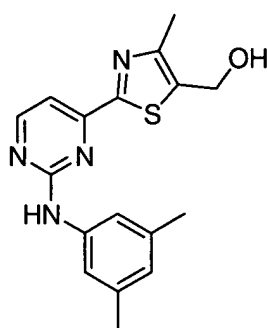
I-232



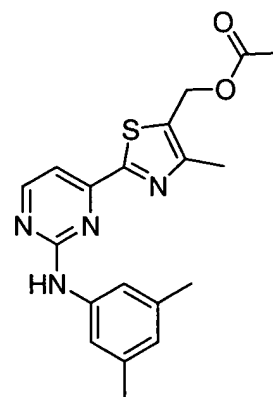
I-233



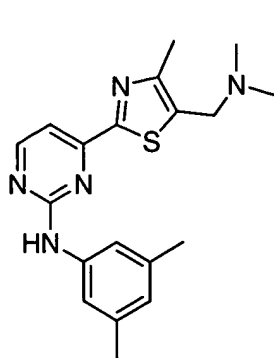
I-234



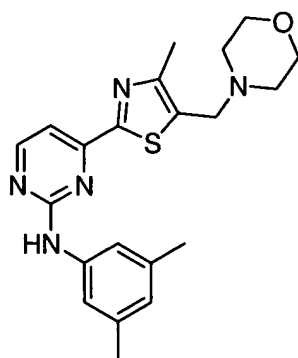
I-235



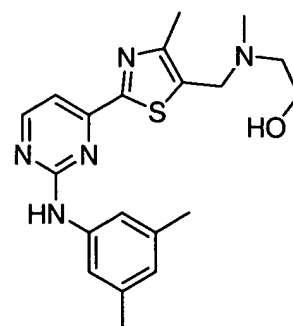
I-236



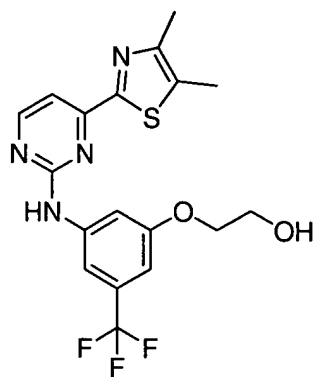
I-237



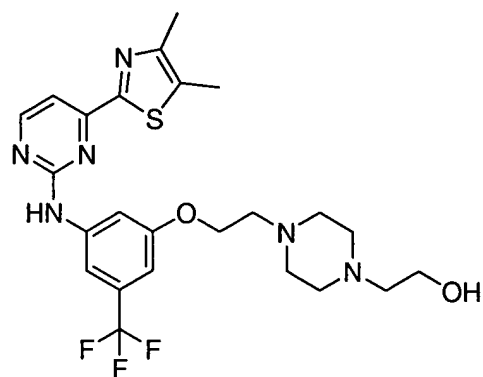
I-238



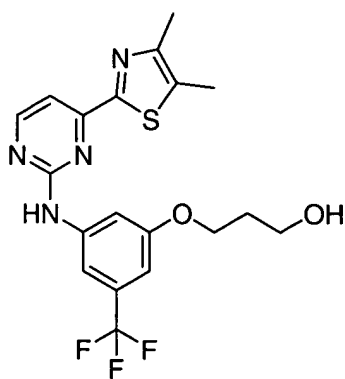
I-239



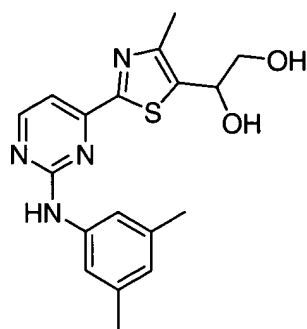
I-240



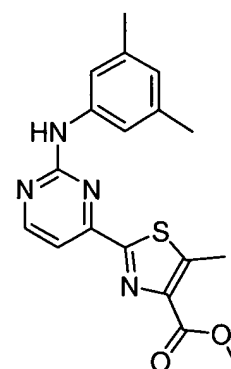
I-241



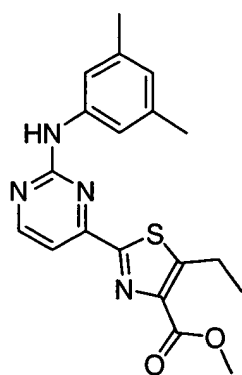
I-242



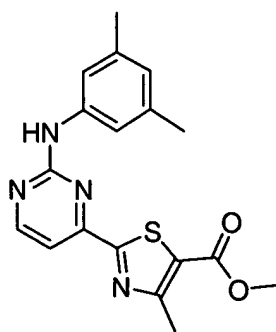
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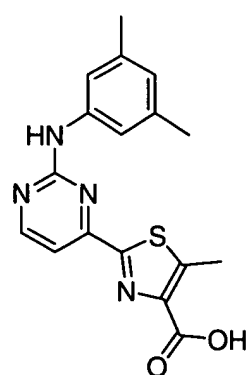
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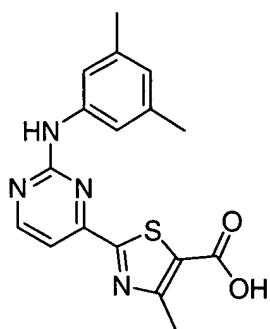
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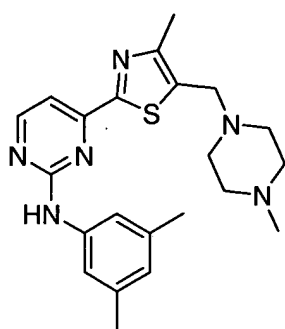
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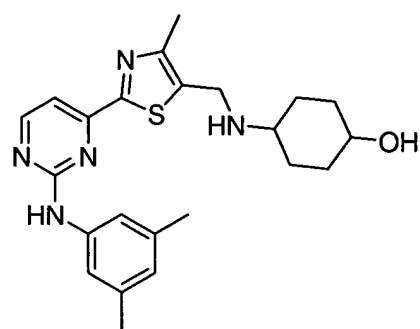
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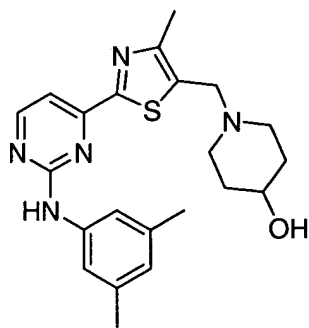
I-248



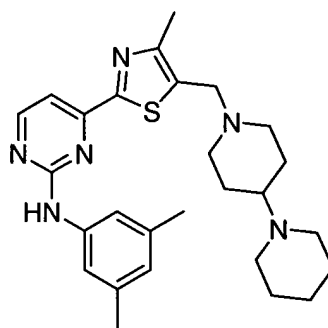
I-249



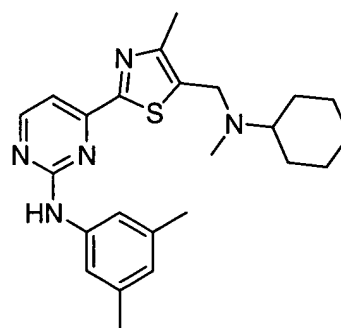
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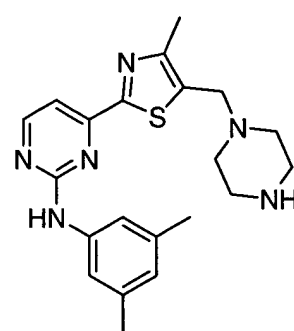
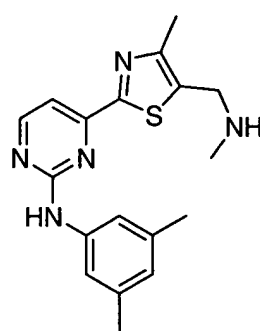
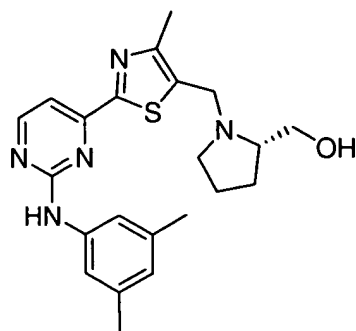
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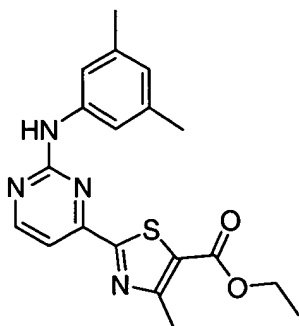
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I-253

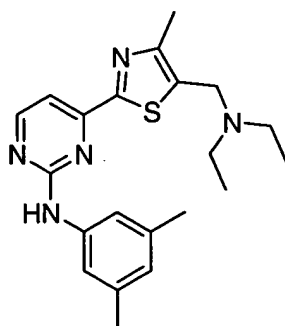


I-254



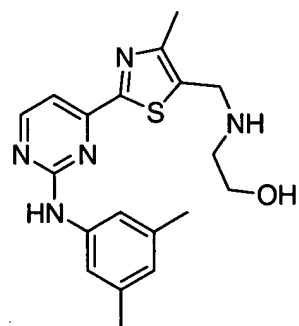
I-257

I-255

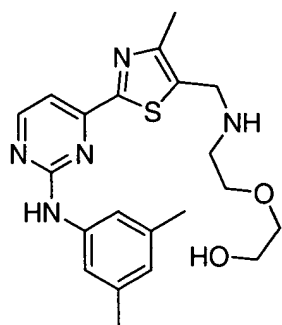


I-258

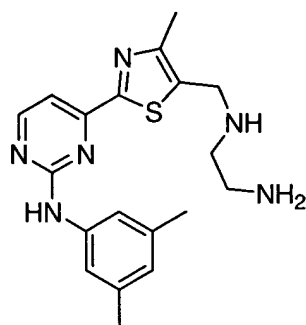
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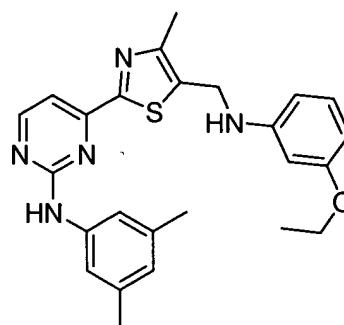
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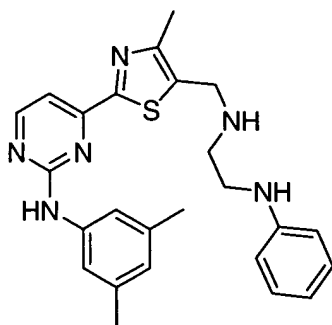
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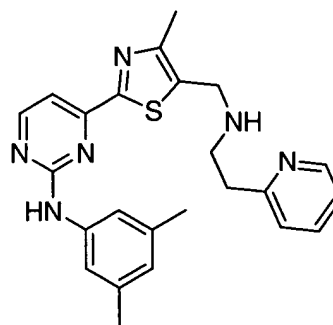
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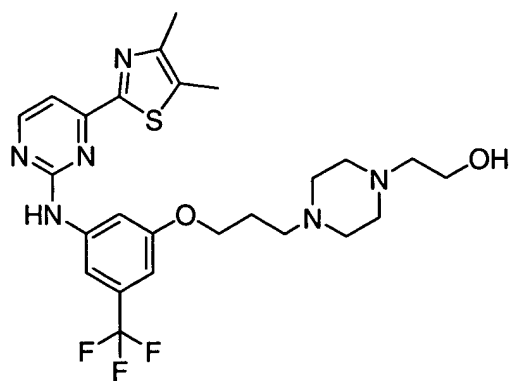
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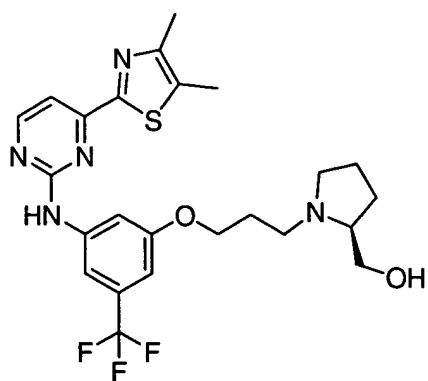
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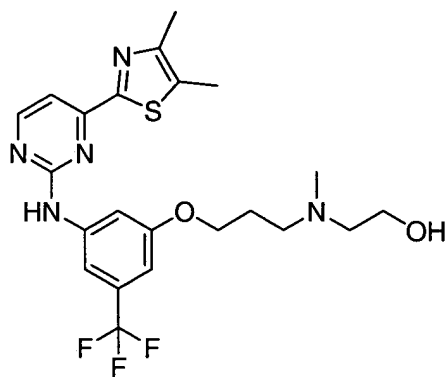
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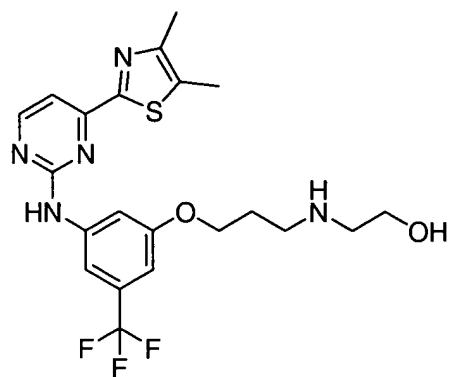
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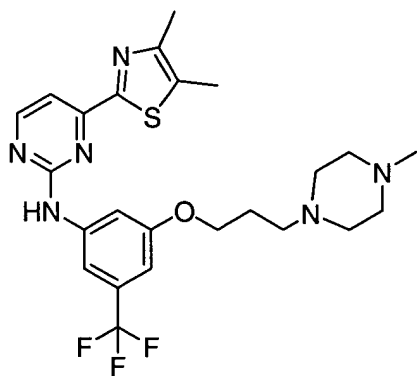
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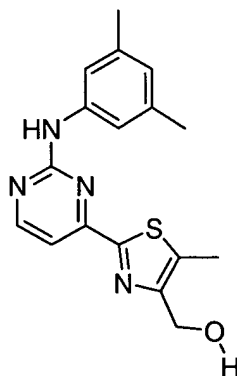
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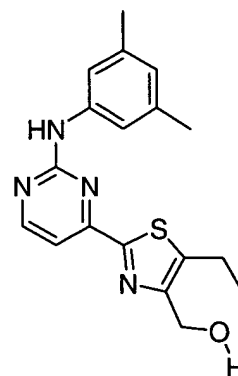
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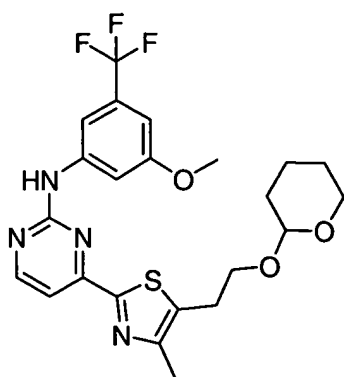
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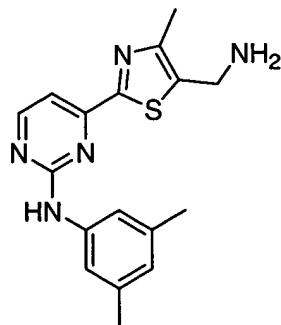
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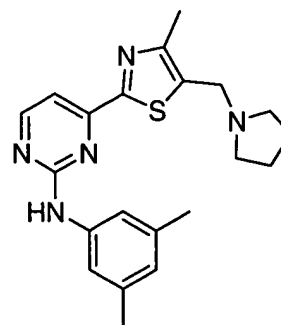
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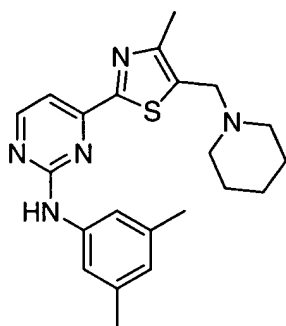
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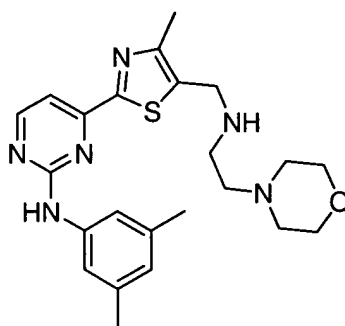
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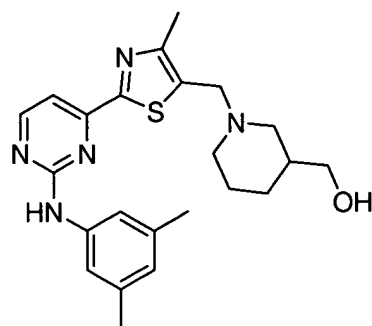
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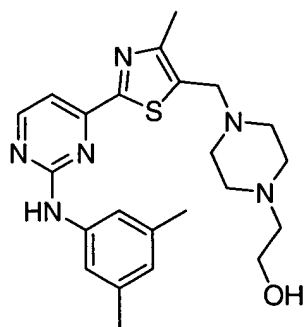
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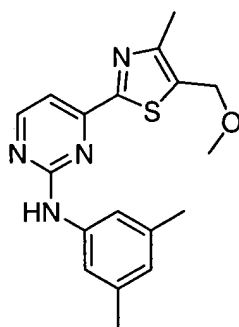
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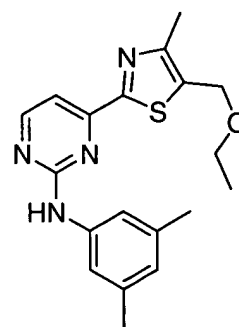
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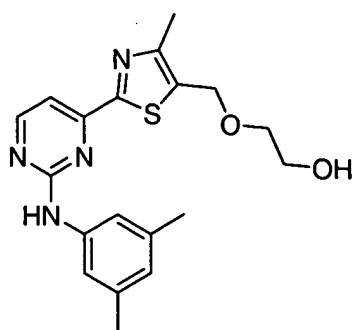
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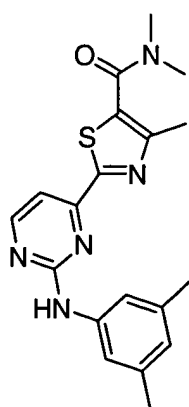
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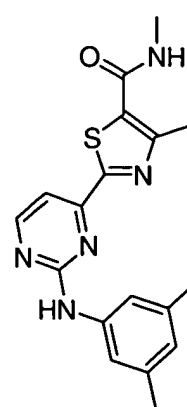
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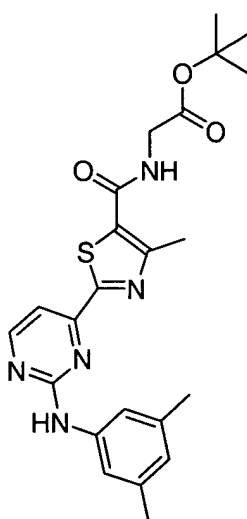
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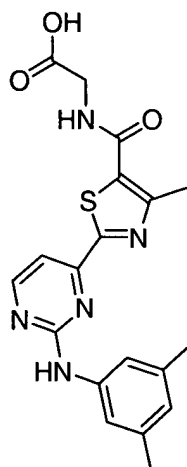
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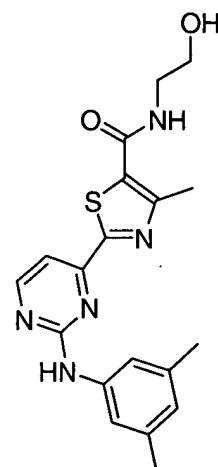
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40. A composition comprising a compound of claim 1, and a pharmaceutically acceptable carrier, adjuvant, or vehicle.

41. The composition of claim 40, wherein the compound is in an amount to detectably inhibit SYK, or ZAP-70 protein kinase activity.

42. The composition of claim 40, additionally comprising a therapeutic agent selected from an anti-inflammatory agent, an anti-proliferative agent, an immunomodulatory or immunosuppressive agent, or an agent for treating immunodeficiency disorders.

43. A method of inhibiting SYK or ZAP-70 kinase activity in:

- (a) a patient; or
- (b) a biological sample;

which method comprises administering to said patient, or contacting said biological sample with:

- a) a composition of claim 40; or
- b) a compound of claim 1.

44. A method of treating or lessening the severity of treatment or lessening the severity of an immunodeficiency disorder, inflammatory disease, allergic disease, autoimmune disease, proliferative disorder, immunologically-mediated disease, or respiratory disorder, comprising the step of administering to said patient:

- a) a composition of claim 40; or
- b) a compound of claim 1.

45. The method according to claim 44, comprising the additional step of administering to said patient an additional therapeutic agent selected from an anti-inflammatory agent, an anti-proliferative agent, an immunomodulatory or immunosuppressive agent, or an agent for treating immunodeficiency disorders, wherein:

said additional therapeutic agent is appropriate for the disease being treated; and
said additional therapeutic agent is administered together with said composition as a single dosage form or separately from said composition as part of a multiple dosage form.

46. The method according to claim 44, wherein the disease is an immune disorder.

47. The method according to claim 44, wherein the disease is asthma.